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Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES INC.
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FLORIDA PROFIT CORPORATION OR P.A.

OUTDOOR LIVING POOLS & SPAS OF JACKSONVILLE INC.

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION

OF

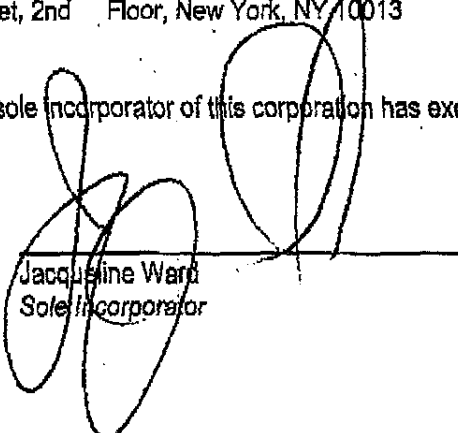
OUTDOOR LIVING POOLS & SPAS OF JACKSONVILLE INC.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: **OUTDOOR LIVING POOLS & SPAS OF JACKSONVILLE INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares without par value.
5. The name and address of the director is: **Toni T. Walker, 4515 Hwy 40E, Saint Marys, GA 31558, James E. Walker, 4515 Hwy 40E, Saint Marys, GA 31558 and Glenn L. Miller, 4311 Fairvilla Court, Orlando, FL 32804**
6. The principal address of the corporation will be: **4515 Hwy 40E, Saint Marys, GA 31558**
7. The name and address of the initial registered agent is: **Terence R. Walker, 2479 North John Young Parkway, Orlando, FL 32804**
8. The name and address of the sole incorporator is: **Jacqueline Ward, BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: February 12, 2004



Jacqueline Ward
Sole Incorporator

BlumbergExcelsior Corporate Services, Inc.
62 White Street, New York, NY 10013

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Fax: 888-692-9256

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

A3

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent for **OUTDOOR LIVING POOLS & SPAS OF JACKSONVILLE INC.**

Date: February 12, 2004

Terence R. Walker
Registered Agent

BlumbergExcelsior Corporate Services, Inc.
62 White Street
New York, NY 10013