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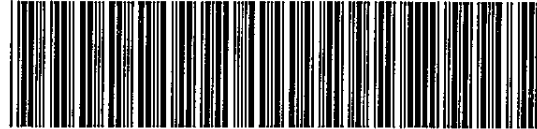
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 FEB 11 A 8:43

FILED

Date: 02/07/2004

Secretary of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Berman's Pool Solutions Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Gilbert R Berman

Berman's Pool Solutions Inc.
3804 Windber Blvd
Palm Harbor, FL 34685
(727) 786-5240

ARTICLES OF INCORPORATION
Of
BERMAN'S POOL SOLUTIONS INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: BERMAN'S POOL SOLUTIONS INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in the business of providing pool maintenance and service permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1,000) of one Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: Berman's Pool Solutions Inc.		
ADDRESS: 3804 Windber Blvd		
CITY: Palm Harbor,	FLORIDA	ZIP: 34685

The name and street address of the Initial Registered Agent of this Corporation is:

NAME: Gilbert R Berman		
ADDRESS: 3804 Windber Blvd		
CITY: Palm Harbor,	FLORIDA	ZIP: 34685

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME: Gilbert R Berman		
ADDRESS: 3804 Windber Blvd		
CITY: Palm Harbor,	FLORIDA	ZIP: 34685
NAME:		
ADDRESS:		
CITY:	FLORIDA	ZIP:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: Gilbert R Berman		
ADDRESS: 3804 Windber Blvd		
CITY: Palm Harbor,	FLORIDA	ZIP: 34685
NAME:		
ADDRESS:		
CITY:	FLORIDA	ZIP:

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 7th day of February, 2004.

_____(Seal)

_____(Seal)

_____(Seal)

State of Florida)
County of Pinellas) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared:

Gilbert R Berman
Signature

Form of Identification

Signature

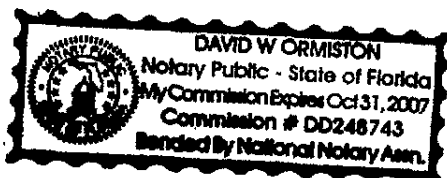
Form of Identification

Signature

Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that He executed these Articles of Incorporation, that I relied upon the form DL of identification of the above named person as indicated opposite each name, and that an oath (was) (was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 7th day of February, 2004



David W. Ormiston
Notary Signature
DAVID W. ORMISTON
Printed Notary Signature

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

FILED

CERTIFICATE OF REGISTERED AGENT OF

2004 FEB 11 A 8:43

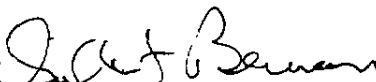
BERMAN'S POOL SOLUTIONS INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation at **3804 Windber Blvd,
Palm Harbor, FL 34685** has named **Gilbert Berman** located at the aforesaid address, as
its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in this capacity, and agree to comply
with the provisions of Florida Law in keeping open said office.

x 
(Registered agent)