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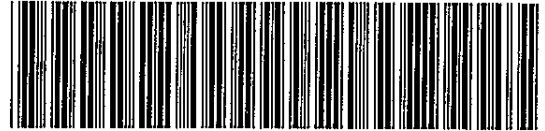
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04 APR -9 PM 5:01

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THE LAW OFFICE OF  
**JAMES B. LYON, P.A.**  
3300 UNIVERSITY DRIVE, SUITE 802  
CORAL SPRINGS, FLORIDA 33065

JAMES B. LYON  
ALSO ADMITTED TO OHIO BAR

TELEPHONE (954) 752-3400  
TELEFAX (954) 752-3411

April 8, 2004

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

VIA OVERNIGHT MAIL

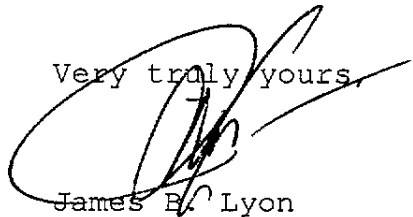
Re: Articles of Incorporation for B & T Pools, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for filing with the Florida Department of State in the above referenced matter along with my check in the amount of seventy eight dollars (\$78.75) for filing fees. Please return a certified copy of the filed Articles to me in the enclosed self addressed stamped envelope.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to be 'JBL', written over the typed name 'James B. Lyon'.

James B. Lyon

JBL/gc  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
B & T POOLS, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this Corporation is B & T POOLS, INC.

**ARTICLE II-PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of this Corporation shall be: 5447 NW 57<sup>th</sup> Way, Coral Springs, Florida 33067.

**ARTICLE III-PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV-CAPITAL STOCK**

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

**ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 5447 NW 57<sup>th</sup> Way, Coral Springs, Florida 33067 and the name of the initial registered agent of this Corporation at that address is David J. Smith.

**ARTICLE VI-INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of the stockholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

David J. Smith, 5447 NW 57<sup>th</sup> Way, Coral Springs, Florida 33067.

**FILED**  
04 APR 9 PM 5:01  
TALLAHASSEE, FLORIDA

ARTICLE VII-INCORPORATOR

The name and address of the Incorporator signing these Articles is: David J. Smith, 5447 NW 57<sup>th</sup> Way, Coral Springs, Florida 33067.

ARTICLE VIII-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX-INDEMNIFICATION

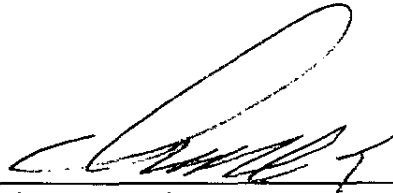
The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 4/8, 2004

A handwritten signature in black ink, appearing to read 'David J. Smith', is written over a horizontal line.

David J. Smith  
Incorporator

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

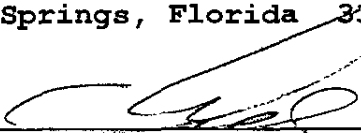
Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**B & T POOLS, INC.**

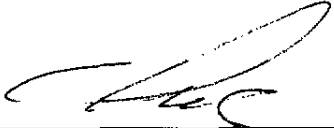
2. The name and address of the registered agent and office is:

David J. Smith  
5447 NW 57<sup>th</sup> Way  
Coral Springs, Florida 33067

  
\_\_\_\_\_  
David J. Smith, Incorporator

Date: 4/8/04

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
David J. Smith

DATE: 4/8/04