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CAPITAL CONNECTION, INC.

417 E, Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION

OF

L & R Pool Construction, Inc.

TALLAHASSEE, FLOICOMPRESSION

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

Article I

The name of the corporation is: L & R Pool Construction, Inc. The principal place of business of this corporation shall be 7874 County Road 558, Center Hill, FL 33514.

Article II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, or country.

Article III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 8,000 shares of common stock having a par value of \$1.00 per share.

Article IV

The street address of the initial registered office shall be 7874 County Road 558, Center Hill, FL 33514 and the name of the initial registered agent of the corporation at that address is Lawyel Newsome.

Article V

The corporation is to exist perpetually.

Article VI

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: Lawyel Newsome and Rex Goldsberry, both at 7874 County Road 558, Center Hill, FL 33514.

Article VII

The initial officers of the corporation are as follows: Lawyel Newsome, President, & Rex. Goldsberry, Vice-President, Secretary and Treasurer, both at 7874 County Road 558, Center Hill, FL 33514.

Article VIII

The name and street address of the subscriber of these Articles of Incorporation is: Lawyel Newsome, 7874 County Road 558, Center Hill, FL 33514.

Article IX

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

Article X

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

Article XI

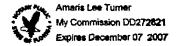
This By-Laws of the corporation may be amended by majority vote of either the directors or the shareholders.

STATE of FLORIDA COUNTY OF _____:

BEFORE ME, the undersigned authority, personally appeared Lawyel Newsome, who is personally known to me who produced identification of <u>Drivers License</u>, and who executed the foregoing "Articles of Incorporation", and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF,

I have set my hand and seal on this 3rd day of May, A.D., 2004.



Notary Public, State of Florida AT LARGE -maris

My Commission Expires:

(N.P.Seal)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of law relative to the proper and complete performance of my duties.

Lawyel Newsome, Resident Agent

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SECRETARY OF STATE