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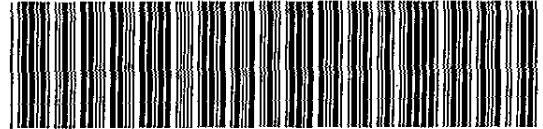
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TALLAHASSEE, FLORIDA

0615-09



DIANE BACCUS HORSLEY, P.A.

Attorney-at-Law *

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June 8, 2004

Secretary of State of Florida
Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

Re: *Articles of Incorporation*
Perfect Pools of Palm Bay, Inc.

Dear Sir or Madam:

Enclosed is the original and two copies of the Articles of Incorporation for the above-captioned corporation. A check in the amount of \$70.00 for filing fee is also enclosed.

Thank you for your assistance in this matter.

Very truly yours,


Diane Baccus Horsley

DBH: Enclosures

ARTICLES OF INCORPORATION
OF
PERFECT POOLS OF PALM BAY, INC.

FILED
04 JUN 14 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers of these Articles of Incorporation, natural persons, competent to contract, form a corporation under the laws of the State of Florida, and further agree to the following conditions of said corporation.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be: Perfect Pools of Palm Bay, Inc.

ARTICLE II - ADDRESS

The address of the principal office of the corporation shall be: 107 Memory Lane NE, Palm Bay, Florida 32907.

ARTICLE III - CORPORATE PURPOSE

The purpose and specific nature of the business of the corporation shall be maintenance, cleaning and servicing of pools. The Company may engage in any lawful activity under the laws of the United States or State of Florida and for the purpose of and the transaction of any or all lawful business.

ARTICLE IV - STOCK

The corporation is authorized to issue ONE HUNDRED (100) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, other than stock or securities, in lieu thereof, at a just valuation to be fixed by the Board of Directors of this corporation. The minimum capital with which this corporation shall begin business is One Hundred Dollars (\$100.00).

ARTICLE V - ELECTION OF DIRECTORS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

ARTICLE VI – EXISTENCE

The term for which this corporation shall exist shall be perpetual and the business of this corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of One (1) or more members.

ARTICLE VII- REGISTERED AGENT--REGISTERED ADDRESS

The street address of the initial principal office of this corporation is, 107 Memory Lane NE, Palm Bay, Florida 32907, and the name of the initial registered agent of this corporation is Matthew Wheeling.

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the by-laws. The name and address of the initial Director of this corporation is Matthew Wheeling, 107 Memory Lane, NE, Palm Bay, Florida 32907.

ARTICLE IX – INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Matthew Wheeling, 107 Memory Lane, NE, Palm Bay, Florida 32907.

ARTICLE X – CORPORATE OFFICERS

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer and such others as may be provided for by the by-laws.

The names of the persons who are to initially serve as such officers of the corporation are: Matthew Wheeling as President, Vice President, Secretary and Treasurer.

The officers shall be elected at the annual meeting of the Board of Directors, or as provided by the by-laws.

ARTICLE XI – POWERS

All management powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation.

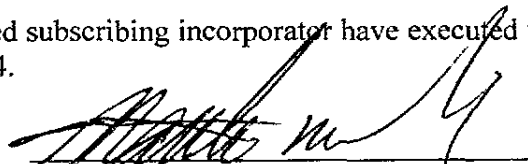
ARTICLE XII - NON-LIABILITY OF STOCKHOLDERS

The private property of the stockholders shall not be subject to the payment of corporate debts or liabilities.

ARTICLE XIII - AMENDMENT OF ARTICLES

These Articles of Incorporation of Perfect Pools of Palm Bay, Inc., may be amended by the Board of Directors in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at the shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator have executed these Articles of Incorporation this 8th day of June, 2004.


MATTHEW WHEELING, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 8th day of June, 2004, by MATTHEW WHEELING, who is personally known to me or who produced FL DL's Lic #114528-839-71-2492 as identification and who did take an oath.


NOTARY PUBLIC, State of Florida

Suzanne Y. Morrisette
Printed Name of Notary Public

My Commission Expires:



Suzanne Y. Morrisette
Commission #DD217520
Expires: Jun 28, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered Agent and to accept service of process for the above-stated corporation at the place designated in Article VI of these Articles of Incorporation, I hereby accept the appointment of 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.


MATTHEW WHEELING