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FREEMAN A. MARK

Attorney and Counsellor at Law

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225 NE Mizner Blvd., Suite 300
Boca Raton, Florida 33429-0487

ReplyTo Address Below

www.FreemanMark.com

July 9, 2004

Division Of Corporations
Fla. Department Of State
P. O. Box 6327
Tallahassee, Florida 32314

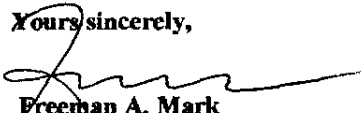
Re: Incorporation Of FANTASTIC POOL & SPA FINISHING, INC.

Dear Sir or Madam:

Enclosed herewith you please find the original and one copy of the proposed Articles of Incorporation regarding FANTASTIC POOL & SPA FINISHING, INC., a check (money order or draft) to cover the incorporation fee of \$78.75, and the Certificate Designating the Place of Business and Naming the Registered Agent. If the same meet with your approval, please file same and issue a Charter returnable to my office at the above address along with a certified copy of the Articles.

Thanking you in advance for your usual promptness and courtesies and with kind regards, I remain

Yours sincerely,



Freeman A. Mark
Attorney at Law

FAM/jmh

Encls. - Articles of Inc. (Orig. + 1 copy)
Certificate
Fee (\$78.75)

Please Reply To:

P. O. Box 487 • Boca Raton, Florida 33429-0487 • (561) 302-7535

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JUL 12 11:10
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
(A corporation for profit)

FANTASTIC POOL & SPA FINISHING, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, do(es) hereby adopt the following Articles of Incorporation:

Article One
(Name)

The name of the corporation shall be: **FANTASTIC POOL & SPA FINISHING, INC.**

Article Two
(Principal Office & Term of Existence)

The principal place of business and mailing address shall be at 1410 SW 5th Terrace, Deerfield Beach, Broward County, Florida, 33441, and the duration of the corporation is perpetual.

Article Three
(Purpose & Nature Of Corporate Business)

The purpose and nature of the business, objects and intents of the corporation proposed to be transacted, prompted and carried on are to do any all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do:

1. To engage in any business as related to the herein below mentioned purposes, and any other business, that is legal under the laws of the State of Florida; and,
2. To engage in the sale, receipt, repair, installation, maintenance, and distribution of goods and products, as may be related to pool and spa services and supplies.

Article Four
(Capital)

The amount of capital with which the Corporation shall begin is Three Thousand Dollars (\$3,000.00).

Article Five
(Registered Agent)

The registered agent for the corporation shall be Lee Johnson, at 1410 SW 5th Terrace, Deerfield Beach, Florida 33441.

Article Six
(Number of Directors)

The affairs of this Corporation shall be conducted by a Board of Directors who is the shareholder(s) of the Corporation. The Board of Directors shall consist of one (1) member(s).

Article Seven
(Qualification of Members & Subscribers Incorporators and Share)

The membership of this Corporation shall constitute all persons hereinafter named as subscribers and shareholders. Subscribing Incorporators to these Articles and the number and type of shares subscribed to by each shareholder(s) are as follows:

<u>Name:</u>	<u>Number of Shares:</u>	<u>Address:</u>
Lee Johnson	30000 (common stock)	1410 SW 5 th Terrace, Deerfield Beach, Fla. 33441

Article Eight
(Board of Directors)

The name(s) and address(es) of the person(s) who are to serve as Directors for the ensuing year, or until the first annual meeting are:

Lee Johnson	1410 SW 5 th Terrace, Deerfield Beach, Fla. 33441
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Article Nine
(Capital Stock)

1. The maximum number of shares that this Corporation is authorized to have outstanding at any one time, unless otherwise properly changed, is Three Thousand (3,000), of One Dollar (\$1.00) par value each share, all of which shall be 3,000 shares of common stock and zero (0) shares of other stock, all of which shall be capital of the Corporation.

2. The stock of the Corporation shall be owned principally and at all times by the subscriber(s) of these Articles of Incorporation. The number and type of shares subscribed to by each subscriber is set forth herein above.

Article Ten
(Initial Officers)

The initial officers of this corporation shall be a President, Vice- President, and Secretary. The initial officers and the name(s) and address(es) and office held of the person(s) who shall serve as initial officers of this corporation until the first meeting of the stockholders, are:

Lee John son - President and Secretary - 1410 SW 5th Terrace, Deerfield Beach, Fla. 33441

The officers shall be elected by the stockholders of this Corporation at each annual meeting and as provided by the By-Laws.

Article Eleven
(By-Laws and Amendments)

The stockholders of this Corporation shall provide such By-Laws for the conduct of the business of the Corporation and the carrying out of its purposes as the stockholders may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered, or rescinded by a majority vote of the stockholders at any regular meeting or any special meeting called and properly noticed for that purpose. The Corporate Articles may likewise be amended by a majority vote of the stockholders.

Article Twelve
(Meetings & Conduct of Business)

The regular meeting of this Corporation shall be held on the first Monday of each month at 8:00 p.m., at the office of the Corporation, or at any other location or place and time properly designated by the President of the Corporation. The business of the Corporation shall be conducted in accordance with these Articles and By-Laws of the Corporation.

IN WITNESS WHEREOF, I/We, the undersigned subscribing incorporators have hereunto set my/our hand and seal, this 9 day of July, 2004, for the purpose of forming this Corporation for profit under the laws of the State of Florida.

Lee Johnson
Subscribing Incorporator

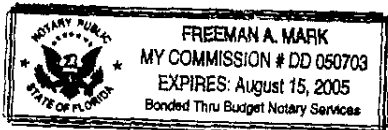
State of Florida)
County of Broward) SS:

BEFORE ME, a Notary Public, duly authorized to take acknowledgments in the State and County afore-named, personally appeared Lee Johnson who presented the following identification: (or are personally known) , or is/are well known to me to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed and subscribed to these Articles of Incorporation.

WITNESS MY HAND and official seal in the County and State above-named, on this 9
day of July, 2004.

my commission expires:

Notary Public, State of Fla. at Large



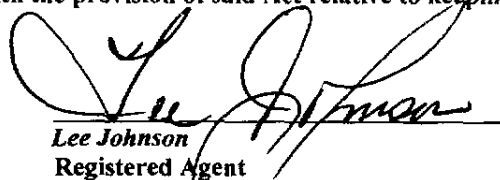
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT AND AGENT'S ADDRESS
UPON WHOM PROCESS MAY BE SERVED**

*In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
In compliance with said Act:*

First - That FANTASTIC POOL & SPA FINISHING, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Deerfield Beach, Broward County, Florida, has named Lee Johnson, of 1410 SW 5th Terrace, Deerfield Beach, Florida, 33441, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



Lee Johnson
Registered Agent