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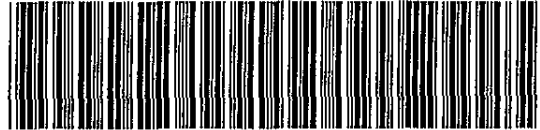
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2004 JUL 21 PM 2:49
STATE
TALLAHASSEE FLORIDA

7/21/04

KURT T. SAUTER
ATTORNEY AT LAW

CAPE ROYAL BUILDING • 1980 NORTH ATLANTIC AVENUE • SUITE 411
COCOA BEACH, FLORIDA 32931
(321) 799-1007
FAX (3210) 799-1886

July 19, 2004

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32309

RE: BUCKEYE POOL CONSTRUCTION, INC.

Dear Secretary of State:

Enclosed for filing are an original and one copy of the Articles of Incorporation for the above referenced corporation together with acceptance of "Resident Agent" and filing fee in the amount of \$78.75.

Please file the original Articles and return the copy to the address shown on this letterhead.

Thank you for your assistance in this matter.

Sincerely,



Kurt T. Sauter

KTS/sgf
Enclosures

DEPT. OF STATE
TALLAHASSEE FLORIDA

2004 JUL 21 PM 2:49

**ARTICLES OF INCORPORATION
OF
BUCKEYE POOL CONSTRUCTION, INC.**

FILED
2004 JUL 21 PM 2:49

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation (hereinafter "CORPORATION") shall be:

BUCKEYE POOL CONSTRUCTION, INC.

**ARTICLE II
PURPOSE OF BUSINESS**

The purpose of this CORPORATION is to engage in any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III
AUTHORIZED SHARES**

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 10,000 shares of common stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV
TERM OF EXISTENCE**

The existence of this Corporation shall begin upon the filing of these Articles with the Secretary of State.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

456 Windswept Avenue SW
Palm Bay, FL 32908

The name of the initial registered agent of this Corporation at that address shall be:

James Lyons

ARTICLE VI
BOARD OF DIRECTORS

The initial Board of Directors of CORPORATION shall consist of two (2) members.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors who shall hold office until his or her successor shall have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
James Lyons, President	456 Windswept Avenue SW Palm Bay, FL 32908
Susan Smith, Vice-President	456 Windswept Avenue SW Palm Bay, FL 32908
James Lyons, Treasurer	456 Windswept Avenue SW Palm Bay, FL 32908
Susan Smith, Secretary	456 Windswept Avenue SW Palm Bay, FL 32908

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator are as follows:

Name

Street Address

James Lyons

456 Windswept Avenue SW
Palm Bay, FL 32908

**ARTICLE IX
PRINCIPAL OFFICE**

The street address and mailing address of the principal office of the Corporation are:

456 Windswept Avenue SW
Palm Bay, FL 32908

IN WITNESS WHEREOF, the undersigned has made and subscribed the Articles of Incorporation at Cocoa Beach, Brevard County, Florida, for the uses and purposes aforesaid, this 19th day of July, 2004.


James Lyons
Incorporator

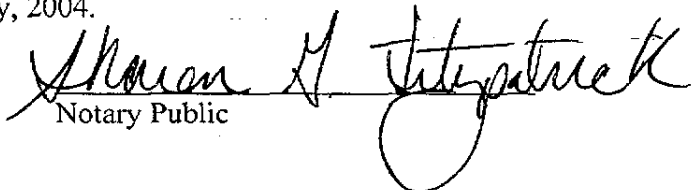
STATE OF FLORIDA)
COUNTY OF BREVARD)

Before me personally appeared James Lyons to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the Articles of Incorporation as incorporator of CORPORATION for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Cocoa Beach, Brevard County, Florida, this 19th day of July, 2004.

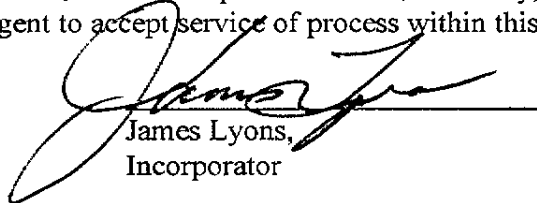


Sharon G. Fitzpatrick
Commission # DD137460
Expires July 29, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

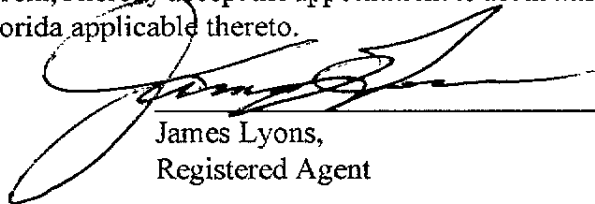

Notary Public

**DESIGNATION AND ACCEPTANCE
OF
BUCKEYE POOL CONSTRUCTION, INC.**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, BUCKEYE POOL CONSTRUCTION, INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 456 Windswept Avenue SW, Palm Bay, FL 32908, has named James Lyons as its registered agent to accept service of process within this state.


James Lyons,
Incorporator

Having been named as registered agent to accept service of process for the above-named corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


James Lyons,
Registered Agent

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CLERK OF STATE
TALLAHASSEE FLORIDA