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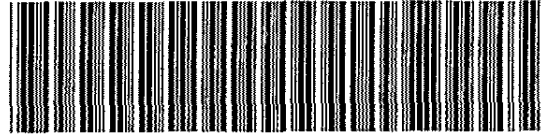
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SECRETARY OF STATE
TALLAHASSEE, FL 32392

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12/11/04
CA

**ARTICLES OF INCORPORATION
OF
DEAN POOLS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is DEAN POOLS, INC.

ARTICLE II - PURPOSE

The purpose of this corporation shall be to engage in any lawful business or purpose whatever for which corporation may be organized under the Florida Corporation Law of the Florida Statutes as made and amended.

ARTICLE III - EFFECTIVE DATE

The effective date of this corporation will be January 1, 2005.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not to be less than Five Hundred and No/100ths Dollars (\$500.00).

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII – ADDRESS

The initial principal place of business of this corporation in the State of Florida is 3480 Croaker Dr., Hernando Beach, FL 34607, and has post office address of the same.

ARTICLE VIII – DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The corporation shall have one Director, initially. The name and address of the initial members of the Board of Directors are:

Michael S. Dean
Director

3480 Croaker Dr.
Hernando Beach, FL 34607

ARTICLE IX – OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Michael S. Dean
President/Secretary

3480 Croaker Dr.
Hernando Beach, FL 34607

ARTICLE X – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon, unless all the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - REGISTERED AGENT

The Registered Agent for service of process shall be Michael S. Dean, whose address is 3480 Croaker Dr., Hernando Beach, FL 34607.

IN WITNESS WHEREOF we have hereunto set our hands and seals and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 18th day of November, 2004.

Michael S. Dean

Michael S. Dean

I hereby accept the designation for Registered Agent.

Michael S. Dean

Michael S. Dean

State of Florida

County of Pasco

Personally appeared before me this 18th day of November, 2004, Michael S. Dean, who is personally known to me or who has produced _____ as identification.

Maria Hadfield

Notary Public
State of Florida

SEAL



Maria Hadfield
Commission # DD137479
Expires July 30, 2006
Bonded Thru
Atlantic Bonding Co., Inc.