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(Requestor's Name)

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(City/State/Zip/Phone #)

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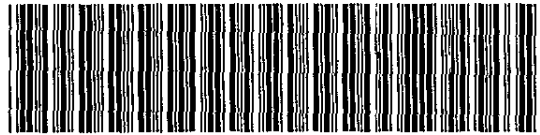
(Business Entity Name)

(Document Number)

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

November 17, 2004

ROBERT W. MCCARTHY JR.  
2197 MORNINGSUN LANE  
NAPLES, FL 34109

SUBJECT: ACTION POOLS, INC.  
Ref. Number: W04000042276

We have received your document for ACTION POOLS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

An effective date may be added to the Articles of Incorporation **if a 2005 date is needed**; otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram  
Document Specialist  
New Filings Section

Letter Number: 204A00065536

## ARTICLES OF INCORPORATION

AT *SOUTHWEST FLORIDA, INC*  
ACTION POOLS, INC.

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

## ARTICLE 1

The nature of the business and objects and purposes to be transacted and carried on by this corporation is to conduct a Pool Contractor Business and all related activities and to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world.

The corporation may engage in any activity or business permitted under the laws of the United States or of this State. No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder or officer or are stockholders or officers of such other corporations, and any stockholder or stockholders or officer of offices, individually or jointly may be a party or parties to, or interested in any contract or transaction of this corporation, or in which this corporation is interested in and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be effected or invalidated by the fact that

RECORDS OF STATE  
TALLAHASSEE, FLORIDA

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John W Miller

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any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or associations, and each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise be interested.

#### ARTICLE II

The name of the corporation shall be:

*OF SOUTHWEST FLORIDA, INC.*  
ACTION POOLS, INC.

#### ARTICLE III

The authorized capital stock of this corporation shall be seven thousand five hundred (7500) shares with a par value of one dollar (\$1.00) per share.

#### ARTICLE IV

The principal place of business of this corporation shall be:

2197 Morningsun Lane  
Naples, Florida 34109

#### ARTICLE V

The business of the corporation shall be managed and conducted by a Board of Directors of not less than one (1) nor more than four (4) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-laws of

the Corporation. The initial Board of Directors shall be composed of two director and the name and address of the director are as follows:

John Miller  
2197 Morningsun Lane  
Naples, Florida 34109

Robert W. McCarthy Jr.  
2197 Morningsun Lane  
Naples, Florida 34109

#### ARTICLE VI

The street address of the corporation is:

2197 Morningsun Lane, Naples, Florida, 34109, and the name and

address of the registered agent of this corporation is:

Robert W. McCarthy Jr.  
2197 Morningsun Lane  
Naples, Florida 34109

#### ARTICLE VII

The name and address of the person forming this corporation is:

Robert W. McCarthy Jr.  
2197 Morningsun Lane  
Naples, Florida 34109

#### ARTICLE VIII

The annual meeting of the stockholders shall be held at the office of the corporation on

the second Monday in July of each and every year. The executive officers of this

corporation shall be a President, a Secretary, a Treasurer, and at the option of the

stockholders, one or more Vice-presidents. The office of any one or more may be held by

the same person. Such executive officers shall be elected by the stockholders at each

annual meeting as aforesaid. The stockholders shall have the power to fill any vacancy in

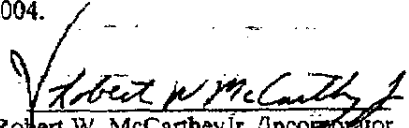
any office.

## ARTICLE IX

The first meeting of the incorporated and stockholders for the purpose of organizing and adopting By-laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal this

28<sup>th</sup> day of October 2004.


  
Robert W. McCarthy, Jr. Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER COUNTY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal at Collier and State and County

this 28<sup>th</sup> day of October 2004.

  
Notary Public



Lisa A. Savage  
MY COMMISSION # 00146035 EXPIRES  
December 18, 2006  
BOMBARDIER TRAVEL INSURANCE, INC.

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Nov 27 04 07:19a

John W Miller

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATION OF PLACE OF BUSINESS  
AND DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in  
compliance with said Act: ACTION POOLS, INC *of Southway Florida, Inc.*

desires to organize under the laws of state of Florida with the principal place of  
business as indicated in the Articles of Incorporation, located in Naples, Florida

Collier County, and has named Robert W. McCarthy Jr. as its agent to accept service of  
process in this and designates said address as the registered office.

*Robert W McCarthy Jr.*  
Robert W. McCarthy Jr.

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 to comply  
with the provisions of said act relative to keeping said office open.

*Robert W McCarthy Jr.*  
Robert W. McCarthy Jr.