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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Manning Pool Service, Inc.

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**ARTICLES OF INCORPORATION
OF
MANNING POOL SERVICE, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be MANNING POOL SERVICE, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the State of Florida is 2245 Doulton Drive, Orlando, Florida 32812. The Board of Directors may from time to time move the registered office to any other address in the State of Florida. The name of the initial registered agent of the corporation is Jerome A. Manning. The Board of Directors may from time to time designate a new registered agent.

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ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Jerome A. Manning	2245 Doulton Drive Orlando, Florida 32812

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall initially have a Board of Directors consisting of one (1) person. The number of Directors may be increased from time to time by a resolution of a majority of the shareholders of the corporation but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

<u>Name</u>	<u>Address</u>
Jerome A. Manning	2245 Doulton Drive Orlando, Florida 32812

ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE X - PRINCIPAL OFFICE

The principal office of the corporation in the State of Florida is 2245 Doulton Drive, Orlando, Florida 32812.

ARTICLE XI - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

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ARTICLE XII - INDEMNIFICATION

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The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 13th day of January, 2005.

Jerome A. Manning
JEROME A. MANNING

ACCEPTANCE BY REGISTERED AGENT

The undersigned, **JEROME A. MANNING**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

By: Jerome A. Manning
JEROME A. MANNING

ACKNOWLEDGMENT

STATE OF FLORIDA)

) 38:

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5th day of January, 2005, by JEROME A. MANNING, as Registered Agent, who is personally known to me.

Pamela S. Hanna
NOTARY PUBLIC



Patricia S Hanna
My Commission DD047029
Expires August 01, 2005

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