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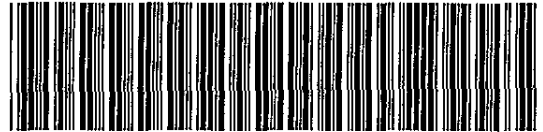
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U.S. DEPT. OF COMMERCE

3-10-05

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: MICHAEL MCSHANE POOLS AND SPAS, INC.

DATE: February 23, 2005

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 Filing Fee & Certificate Fee.

FROM: Michael L. McShane
P. O. Box 903
Summerfield, FL 34492-0903
(352) 572-7402

ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of the corporation shall be MICHAEL MCSHANE
POOLS AND SPAS, INC.

ARTICLE TWO - DURATION

This term of existence of the corporation is perpetual.

ARTICLE THREE - PRINCIPAL OFFICE

The principal place of business and mailing address of this
corporation shall be:

500 S.E. 129th Court, Silver Springs, FL 33489

MAILING ADDRESS: P. O. Box 903
Summerfield, FL 34492

ARTICLE FOUR - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE FIVE - CAPITAL STOCK

The aggregate number of shares which the corporation has authorization to issue is 1,000, all of which shall be common shares with a par value of one dollar.

ARTICLE SIX - REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation and name of the registered agent at such address is:

Michael L. McShane
500 S.E. 129th Court
Silver Springs, FL 34489

MAILING ADDRESS:
P. O. Box 903
Summerfield, FL 34492

ARTICLE SEVEN - BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time; but, in no event, shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT - INITIAL DIRECTORS

The initial Board of Directors shall consist of one (1) member who shall hold office until the first annual meeting of the Corporation and whose name and address is as follows:

Michael L. McShane
P. O. Box 903.
Summerfield, FL 34492-0903

ARTICLE NINE- INCORPORATOR

The name and address of the Incorporator is:

Michael L. McShane
P. O. Box 903.
Summerfield, FL 34492-0903

ARTICLE TEN – OFFICERS

The following officer/s were elected and shall hold office until the first annual meeting of the corporation:

President– Michael L. McShane

The undersigned incorporator has executed these Articles of Incorporation this 28 day of FEBRUARY, 2005



Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the corporation is:

MICHAEL MCSHANE POOLS AND SPAS, INC.

2. The name and address of the registered agent is:

Michael L. McShane
500 S.E. 129th Court
Silver Springs, FL 34489

MAILING ADDRESS:
P. O. Box 903
Summerfield, FL 34492-0903

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michael McShane

Signature

2-28-05

Date