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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 265873 80881A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piggott

ORDER DATE : March 18, 2005

ORDER TIME : 10:54 AM

ORDER NO. : 265873-005

CUSTOMER NO: 80881A

CUSTOMER: Ms. Joan Byrd
Fassett Anthony & Taylor, P.a.

1325 West Colonial Drive

Orlando, FL 32804

DOMESTIC FILING

NAME: PARAGON POOLS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF**

PARAGON POOLS, INC.

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The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be PARAGON POOLS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 170 Shell Point West, Maitland, Florida 32751.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for

in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 170 Shell Point West, Maitland, Florida 32751.

The name of the initial registered agent of this corporation at that address shall be Michael J. Ramée.

ARTICLE VII - INITIAL 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. This corporation shall have two Directors, initially. The name and street address of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Michael J. Ramée	170 Shell Point West Maitland, Florida 32751
Brent D. Handy	Route 22, Box 921 Lake City, Florida 32024

ARTICLE VIII - OFFICERS

The name and addresses 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:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Michael J. Ramée	170 Shell Point West Maitland, Florida 32751	President
Brent D. Handy	Route 22, Box 921 Lake City, Florida 32751	Vice President/ Secretary/Treasurer

ARTICLE IX - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE X - SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE XI - INDEMNITY

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

ARTICLE XII - INCORPORATOR

The following is the name and street address of the Incorporator to these Articles of Incorporation:

Michael J. Ramée
170 Shell Point West
Maitland, Florida 32751

ARTICLE X - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of March, 2005.

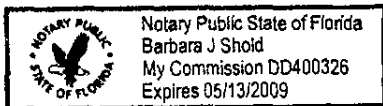


MICHAEL J. RAMEE (SEAL)
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared MICHAEL J. RAMÉE, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of March, 2005.



(SEAL)

Barbara J Shold

Print Name: _____

Notary Public, State of Florida

My commission expires: _____

Commission No.: _____


**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

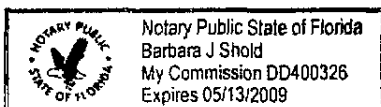
THAT, PARAGON POOLS, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Maitland, County of Orange, State of Florida, has named as its Registered Agent Michael J. Ramée, 170 Shell Point West, Maitland, Florida 32751 to accept service of process within this State.

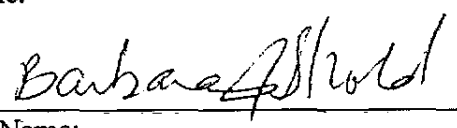
ACKNOWLEDGMENT

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


MICHAEL J. RAMÉE

SWORN TO AND SUBSCRIBED before me this 17th day of March, 2005 by MICHAEL J. RAMÉE, who is personally known to me.




Name: _____
Notary Public, State of Florida
Serial No. _____
My commission expires: _____

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