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09/09/05--01008--028 **87.50

FILED
05 OCT -2 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/3/05 BWL
WDS-42483

The Law Office of
WILLIAM T. BONNER
A Professional Association

September 7, 2005

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

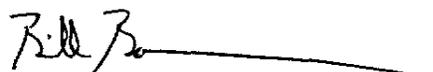
Re: Pasco Pools, Inc.

Dear Administrator:

Enclosed please find an original and two (2) copies of the Articles of Incorporation (the "Articles") and a check in the amount of \$87.50 made payable to the Florida Department of State. Please file the Articles and return a certified copy and certificate of status at your earliest possible convenience.

Thank you for your time and attention to this matter.

Sincerely,


William T. Bonner

WTB/
Enclosures (As Stated)



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 15, 2005

WILLIAM T. BONNER
242 CRYSTAL GROVE BLVD
LUTZ, FL 33548

SUBJECT: PASCO POOLS, INC.
Ref. Number: W05000042483

We have received your document for PASCO POOLS, INC. and your check(s) totaling \$87.50. 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.

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) 245-6840.

Bruce W Kitchens
Document Specialist
New Filings Section

Letter Number: 205A00056881

**ARTICLES OF INCORPORATION
OF
PASCO POOL WORKS, INC.**

FILED
05 OCT -2 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapters 607, Florida Statutes, the undersigned, being a natural person, hereby acts as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a corporation for profit.

ARTICLE I

The name of the corporation is PASCO POOL WORKS, INC. (the "Corporation").

ARTICLE II

The existence of the Corporation shall begin on October 1, 2005

ARTICLE III

The street address of the principal office of the Corporation is 23131 Geneva Road, Land O'Lakes, Florida 34639.

ARTICLE IV

The maximum number of shares the Corporation is authorized to issue is five hundred (500), par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of the Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office in the State of Florida is 242 Crystal Grove Boulevard, Lutz, Florida 33548. The initial registered agent for the Corporation at that address is William T. Bonner, Esq.

ARTICLE VI

All of the Corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than five (5) persons.

ARTICLE VII

The Corporation shall make no offering of any of its stock, which would constitute a "public offering" within the meaning of the United States Security Act of 1933, as it may be amended from time to time.

ARTICLE VIII

All of the issued stock may be subject to one or more of the restrictions on transfer permitted by §607.0627, Florida Statutes.

ARTICLE IX

There shall be no board of directors. The business of the corporation shall be managed by the stockholder(s), rather than by a board of directors. The stockholder(s) may form a written agreement to regulate all phase of affairs of the Corporation, including, but not limited to, the management of the business, the declaration and payment of dividends or other division of profits, the election of officers, the employment of stockholder(s) by the Corporation, or the arbitration of disputes.

ARTICLE X

The Corporation shall indemnify its shareholder(s), officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI

The name and address of the person signing these articles of incorporation (the "Incorporator") is Darren Bennetti, 23131 Geneva Road, Land O'Lakes, Florida, 34639.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of incorporation on this 28th day of September, 2005.



Signature/ Incorporator

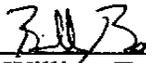
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE FILED**

*UNDER THE PROVISIONS OF §607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAW 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 Pasco Pool Works, Inc.
2. The name and address of the registered agent and office is:

William T. Bonner, Esq.
The Law Office of William T. Bonner, P.A.
242 Crystal Grove Blvd.
Lutz, Florida 33548

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.



William T. Bonner, Esq.
Registered Agent

9/29/09

Date