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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE MAY -2 2006

The Law Office of

STEVE PATRINOSTRO, P.A.

Post Office Box 2804 / 2011A South Florida Ave.
Lakeland, Florida 33806-2804

FIRENet103@AOL.com

Telephone: 863.802.8247

Fax: 863.603.9256

April 27, 2006

Via Regular U.S. Mail

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Proposed Articles Of Incorporation

Dear Madam/Sir,

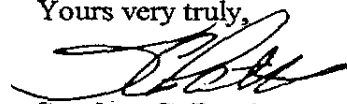
Enclosed for filing please find the original and one copy of the proposed **Articles of Incorporation Of Top Shelf Pool Service, Inc.** Please approve and file the original and certify the copy.

Also enclosed is my Client's Check, made payable to the Florida Department of State, for the following charges:

Corporation Filing Fee:	\$ 35.00
Designation of Registered Agent:	\$ 35.00
Certified Copies (1):	\$ <u>8.75</u>
TOTAL:	\$ 78.75

If you have any questions, please do not hesitate to contact me.

Yours very truly,



Stephen C. Patrinostro

SCP

Enclosures: Articles of Incorporation
Client Check

cc: Donald Barlow / Jeffery Calcutt

**ARTICLES OF INCORPORATION
OF
TOP SHELF POOL SERVICE, INC.**

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TALLAHASSEE, FLORIDA

The undersigned natural persons hereby adopt the following Articles of Incorporation for the purpose of forming a corporation in accordance with the Florida Business Corporation Act.

ARTICLE I - NAME & LOCATION

The name of the corporation is **Top Shelf Pool Service, Inc.**, its principal place of business is located at **2302 Miles Court, Lakeland, Florida 33813** and its mailing address is **Post Office Box 7214, Lakeland, Florida 33807**, but it shall have the power and authority to establish branch offices at any other place or places as the shareholders may designate.

ARTICLE II - COMMENCEMENT & TERM

The existence of the corporation will commence on the date of filing of these Articles of Incorporation. The term of existence of the corporation is perpetual or until dissolved in a manner provided by law, or as provided in the regulations adopted by the shareholders.

ARTICLE III - PURPOSE AND POWERS

The purpose of this corporation is to provide Professional Swimming Pool Cleaning and Maintenance.

In addition to the powers authorized by the laws of the State of Florida for corporations, the general nature of the business, or business to be transacted, and which the corporation is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of corporations for profit.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with, its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV - EXERCISE OF POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This Article may be amended from time to time by a unanimous vote of the shareholders of the corporation.

ARTICLE V - SHAREHOLDER RESTRICTIONS

The shareholders shall have the right to admit new shareholders by unanimous consent. Contributions required of new shareholders shall be determined as of the time of admission to the corporation.

A shareholder's interest in the corporation may not be sold or otherwise transferred except with unanimous written consent of all of the shareholders.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a shareholder, or the occurrence of any other event that terminates the continued membership of a shareholder in the corporation, the remaining shareholders shall have the right to continue the business on unanimous consent of the remaining shareholders.

ARTICLE VI - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to issue is 100 shares. Such shares will be a single class of common stock and will have a par value of \$5.00 per share.

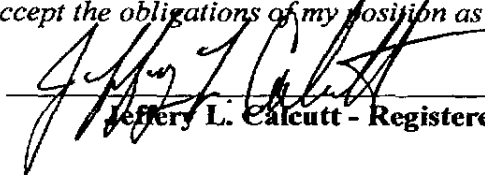
ARTICLE VII - CAPITAL

The amount of capital with which the corporation will begin is not less than \$500.00.

ARTICLE VIII - REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

The initial street address of the Corporation's Registered Office is **2302 Miles Court, Lakeland, Florida 33813** and the Corporation's initial Registered Agent is **Jeffery L. Calcutt**.

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.


Jeffery L. Calcutt - Registered Agent

ARTICLE IX - MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders of the corporation rather than a Board of Directors. The number of shareholders may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1). The name and street addresses of the initial shareholders are:

<u>NAME</u>	<u>ADDRESS</u>
JEFFERY L. CALCUTT	2302 MILES COURT LAKELAND, FLORIDA 33813
DONALD R. BARLOW	1501 GRASSLANDS BLVD., #69 LAKELAND, FLORIDA 33803

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TALLAHASSEE, FLORIDA

ARTICLE X - INCORPORATORS

The name and street address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
JEFFERY L. CALCUTT	2302 MILES COURT LAKELAND, FLORIDA 33813	President Secretary Treasurer (Registered Agent)
DONALD R. BARLOW	1501 GRASSLANDS BLVD., #69 LAKELAND, FLORIDA 33803	Vice-President

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws is vested in the shareholders.

ARTICLE XII - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE XIII - DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders or on an affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. Upon dissolution, the corporate property and assets will, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by that shareholder.

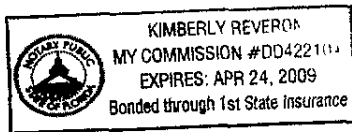
IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of
Incorporation this 20th day of April, 2006.

Jeffery L. Calcutt
Jeffery L. Calcutt

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 20th day of April, 2006 by
Jeffery L. Calcutt, who is personally known to me _____ or who has produced:
driver's license as identification.

SEAL



Kimberly Reveron
Notary Public

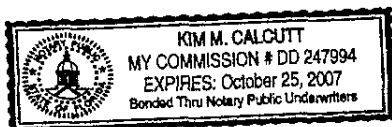
IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of
Incorporation this 20th day of April, 2006.

Donald R. Barlow
Donald R. Barlow

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 20th day of April, 2006 by
Donald R. Barlow, who is personally known to me _____ or who has produced:
_____ as identification.

SEAL



Kim M. Calcutt
Notary Public

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