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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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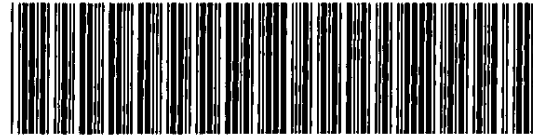
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED

06 JUL 10 AM 8:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/2  
Spt

July 5 , 2006

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

Subj: Incorporation of 321 POOLS INC.

Dear Sir or Madam:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express L C L Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399

Thank you for your assistance in this matter.

Sincerely,



Austin B. Elkins

ARTICLES OF INCORPORATION  
OF  
321 POOLS INC.

FILED  
06 JUL 10 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is  
321 POOLS INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of  
\$1.00 par value common stock, which shall be designated  
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new  
stock of this corporation of the same kind, class or series  
as that which he already holds, shall have the right to  
purchase his pro rata share (as nearly as may be done without  
issuance of fractional shares) at the price at which it is  
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2087-A Sarno Rd., Melbourne FL 32935, and the name of the initial registered agent of this corporation at that address is ALLEN MILLER.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

AUSTIN B. ELKINS  
2573 Matte Dr.  
Melbourne FL 32935

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 2573 Matte Dr., Melbourne FL 32935, and the mailing address of the corporation is 2573 Matte Dr., Melbourne FL 32935.

ARTICLE IX. INCORPORATOR

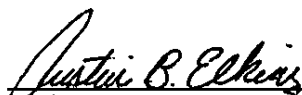
The name and address of the person signing these articles are:

AUSTIN B. ELKINS  
2573 Matte Dr.  
Melbourne FL 32935

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 5th day of July, 2006.

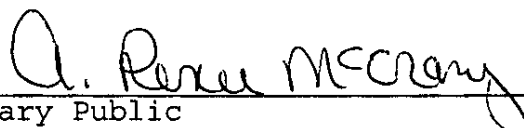
  
AUSTIN B. ELKINS


STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, AUSTIN B. ELKINS, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 5th day of July, 2006.

F402

  
Notary Public

NOTARY PUBLIC-STATE OF FLORIDA  
 A. Renee McCrary  
Commission # DD428147  
Expires: JUNE 25, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

DESIGNATION  
AS  
REGISTERED AGENT

FILED  
06 JUL 10 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That 321 POOLS INC., desiring to organize under Statutes of the State of Florida, with its principal office at 2573 Matte Dr., Melbourne FL 32935, has named ALLEN MILLER located at 2087-A Sarno Rd., Melbourne FL 32935, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
\_\_\_\_\_  
ALLEN MILLER  
Registered Agent