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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**atlantic coast pools, inc.**

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November 9, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
EMPIRE CORPORATE FILING SERVICE

SUBJECT: ATLANTIC COAST POOLS, INC.  
REF: W06000049258

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P00000060244.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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Carolyn Lewis  
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#### ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this corporation shall be at 955-N Northwest 17<sup>th</sup> Avenue, Delray Beach, FL 33445, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Lynne S. K. Ventry, Esq.

#### ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

##### President /Secretary/Director

John F. Carlisle  
507 NW Lincoln Avenue  
Port St. Lucie, FL 34983

##### Vice- President/ Treasurer/ Director

C.B. Litton, III  
41 North Congress Avenue, Suite 4B  
Delray Beach, FL 33445

#### ARTICLE VIII

The name and address of the Incorporator is Lynne S. K. Ventry, Esq., 955-N Northwest 17<sup>th</sup> Avenue, Delray Beach, FL 33445.

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is so also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

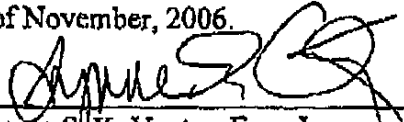
#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

#### ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 10 day of November, 2006.

  
Lynne S. K. Ventry, Esq., Incorporator

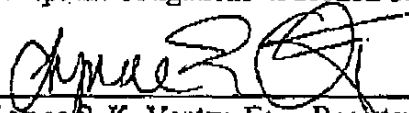
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**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that ATLANTIC COAST POOLS & SPAS, INC., desiring to organize  
under the laws of the State of Florida, has named Lynne S. K. Ventry, Esq., 955-N  
Northwest 17<sup>th</sup> Avenue, Delray Beach, FL 33445, County of Palm Beach, State of  
Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at  
the place designated in this certificate, I hereby accept the same and agree to act in this  
capacity, and agree to comply with the provisions of Florida law relative to keeping the  
registered office open, and I accept the obligations of section 607.325 Florida Statutes.

  
\_\_\_\_\_  
Lynne S. K. Ventry, Esq., Registered Agent

DATED: this 10 day of November, 2006.

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