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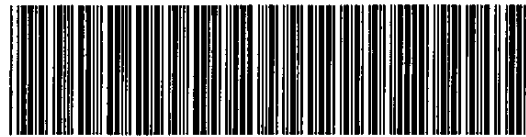
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Bauer & Associates

ATTORNEYS AT LAW

A Professional Association

KIRK T. BAUER
MATTHEW GABLE

POST OFFICE BOX 459
223 SOUTH WOODLAND BOULEVARD
DeLAND, FLORIDA 32721-0459
www.delandattorneys.com

TELEPHONE: (386) 734-3313
FAX: (386) 738-0424

November 9, 2006

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

RE: Nautical Winds Pools & Spas, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and an original and one copy of the Certificate of Designation of Registered Agent/Registered Office. I have enclosed a check in the amount of \$70.00 in payment of your fees.

Please file the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office and provide us with the date incorporation was approved.

Sincerely,
BAUER & ASSOCIATES
Attorneys at Law, P.A.


Kirk T. Bauer

KTB:mh
Enclosure

ARTICLES OF INCORPORATION

OF

NAUTICAL WINDS POOLS & SPAS, INC.

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

Article I

The name of the corporation shall be: NAUTICAL WINDS POOLS & SPAS, INC.

Article II

The principal place of business shall be 100 Paradise Drive, DeLand, Florida 32720 and the mailing address of this corporation is 100 Paradise Drive, DeLand, Florida 32720.

Article III

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares.

Article V

The initial officers of the corporation are:

JASON WESSON	President
ROBERT PHILLIP UCCELLO, JR.	Secretary
ROBERT PHILLIP UCCELLO, JR.	Treasurer

Article VI

The name and address of the initial registered agent is:

ROBERT PHILLIP UCCELLO, JR.
100 Paradise Drive
DeLand, Florida 32720

Article VII

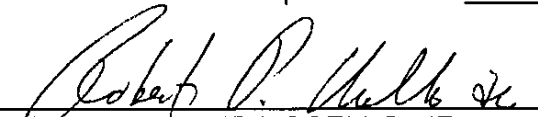
This corporation is to exist perpetually.

Article VIII

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

ROBERT PHILLIP UCCELLO, JR.
100 Paradise Drive
DeLand, Florida 32720

The undersigned incorporator has executed these Articles of Incorporation this 9th
day of November, 2006.


ROBERT PHILLIP UCCELLO, JR.

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

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS 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: NAUTICAL WINDS POOLS & SPAS, INC.
2. The name and address of the registered agent and office is:

ROBERT PHILLIP UCCELLO, JR.
100 Paradise Drive
DeLand, Florida 32720

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.



(SIGNATURE)

11-9-06

(DATE)

**DIVISION OF CORPORATIONS
P. O. BOX 6327, TALLAHASSEE, FL 32314**