

**Electronic Articles of Incorporation
For**

P07000038719
FILED
March 27, 2007
Sec. Of State
ksaly

SOUTHERN POOL & SPA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

SOUTHERN POOL & SPA, INC.

Article II

The principal place of business address:

605 GLADIOLA STREET
MERRITT ISLAND, FL. 32952

The mailing address of the corporation is:

1245 LESLIE DRIVE
MERRITT ISLAND, FL. 32952

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

PHILIP S BARNES
605 GLADIOLA STREET
MERRITT ISLAND, FL. 32952

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: PHILIP S. BARNES

Article VI

The name and address of the incorporator is:

PHILIP S. BARNES
1245 LESLIE DRIVE

MERRITT ISLAND, FL 32952

Incorporator Signature: PHILIP S. BARNES

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P/D
PHILIP S BARNES
1245 LESLIE DRIVE
MERRITT ISLAND, FL. 32952

Title: VP/D
SUSAN J BARNES
1245 LESLIE DRIVE
MERRITT ISLAND, FL. 32952

Title: ST
SUSAN J BARNES
1245 LESLIE DRIVE
MERRITT ISLAND, FL. 32952

Title: VP
KRISTOPHER A BARNES
1245 LESLIE DRIVE
MERRITT ISLAND, FL. 32952

Article VIII

The effective date for this corporation shall be:

03/22/2007