

FROM

(TUE) 10. 23 '07 16:17/ST. 16:16/NO. 4863333962 P 1

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Touch of Class Pools, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TOUCH OF CLASS POOLS, INC.**

THE UNDERSIGNED, acting as sole incorporator of TOUCH OF CLASS POOLS, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, pursuant to Section 607.0201 of the FBCA:

ARTICLE 1

Name

The name of the Corporation is: TOUCH OF CLASS POOLS, INC.

ARTICLE 2

Purpose

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE 3

Principal Office and Mailing Address

The address of the Principal Office of the Corporation and its mailing address is 4921 Steel Dust Lane, Lutz, Florida 33559. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

ARTICLE 4

Capital Stock

The total number of shares of capital stock which the Corporation shall have the authority to issue shall be 1,000 shares, all of which shares shall be denominated "Common Stock," having a par value of \$0.01 per share.

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ARTICLE 5
Board of Directors

There shall initially be two (2) members of the Board of Directors, who shall serve until the first meeting of the shareholders of the Corporation. The initial members of the Board of Directors are as follows:

David Thicssen
4921 Steel Dust Lane
Lutz, Florida 33559

Robert H. Raulason, Jr.
8424 Fisherman's Pointe Drive
Temple Terrace, Florida 33637

ARTICLE 6
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the initial Registered Agent at such address is F&L Corp.

ARTICLE 7
Incorporator

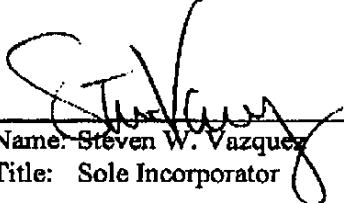
The name and address of the sole Incorporator of the Corporation is: Steven W. Vazquez, Esq., Foley & Lardner LLP, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

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IN WITNESS WHEREOF, these Articles of Incorporation have been signed by
the undersigned Incorporator this 23rd day of October, 2007.


Name: Steven W. Vazquez
Title: Sole Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in the foregoing Articles of
Incorporation as initial Registered Agent at the office designated therein, hereby accepts such
appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar
with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the
undersigned will further comply with any other provisions of law made applicable to him as
Registered Agent of the Corporation.

DATED this 23rd day of October, 2007.

F&L CORP.

By: 

Martin A. Traber,
Vice President

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