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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Weller Pools USA, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
WELLER POOLS USA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Weller Pools USA, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 1821 S. Orange Blossom Trail, Apopka, Florida 32703. The mailing address of the Corporation shall be 1821 S. Orange Blossom Trail, Apopka, Florida 32703.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is fifteen million (15,000,000) shares of common stock having a par value of One Cent (\$0.01) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1821 S. Orange Blossom Trail, Apopka, Florida 32703. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Harold J. Von Weller, III. The Board of Directors may from time to time designate a new registered agent.

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ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

Harold J. Von Weller, III 1821 S. Orange Blossom Trail
Apopka, Florida 32703

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be five (5).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

Harold J. Von Weller III 1821 S. Orange Blossom Trail
Apopka, Florida 32703

Christopher R. Rudasill 1821 S. Orange Blossom Trail
Apopka, Florida 32703

Jack D. Oren 1821 S. Orange Blossom Trail
Apopka, Florida 32703

John R. Tuhela 1821 S. Orange Blossom Trail
Apopka, Florida 32703

Timothy G. Pipkorn 1821 S. Orange Blossom Trail
Apopka, Florida 32703

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

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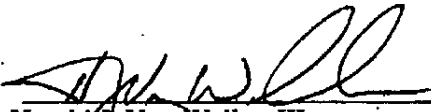
ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - DATE OF EXISTENCE

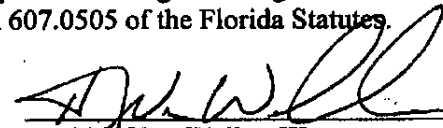
This Corporation shall exist perpetually, commencing on December 1, 2007.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 30th day of November, 2007.



Harold J. Von Weller, III

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



Harold J. Von Weller, III
Date: November 30, 2007

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