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(Requestor's Name)

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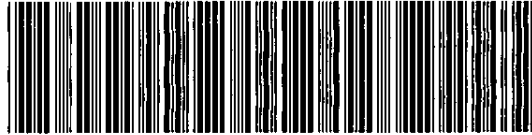
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TALLAHASSEE, FLORIDA

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March 25, 2009

Honorable Kurt S. Browning  
Secretary of State, State of Florida  
P.O. Box 6327  
Tallahassee, FL 32399-250

Attention: Corporate Filings Division

Re: Articles of Incorporation of Aqua Pool Services, Inc., a Florida corporation

Dear sir:

Enclosed herewith please find the following:

1. Original Articles of Incorporation to be filed by your office
2. My firm account check #3941 in the amount \$78.75 in payment of the following:

Filing fee	35.00
Certificate of resident agent	35.00
Certified copy of articles	<u>8.75</u>
Total	78.75

I would appreciate your returning a certified copy of the Articles of Incorporation. Thank you for your prompt attention to this matter.

Very truly yours,

  
Roy E. Dezern

RED/lt

Enclosures

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**ARTICLES OF INCORPORATION**

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**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AQUA POOL SERVICES, INC.**

**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is Aqua Pool Services, Inc. and its principal place of business shall be located at 4331 San Juan Avenue, Jacksonville, FL 32210.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Thousand ( 1,000 ) shares of common stock at Ten Dollars ( \$ 10.00 ) par value, which shall be designated as "Common Shares."

The whole or any part of the authorized Common Shares may be issued for such consideration having a value not less than the par value of the shares issued therefore as is determined from time to time by the Board of Directors.

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - POWERS**

The general powers of this corporation shall be all corporate powers as specifically set forth in §607.0302, Florida Statutes; to operate, conduct, carry on and engage in the swimming pool service business and any other business or businesses not prohibited by law.

The foregoing clauses shall be construed both as objects and powers and it is expressly provided that the foregoing enumeration of specific powers and objects shall not be held to restrict or limit in any manner the general powers or objects of this corporation. In general, to carry on any other business in connection with or related or incidental to the foregoing permitted by law; to have and exercise all the powers conferred by the present or future laws of the State of Florida upon corporations formed for any or all of the purposes aforesaid.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4331 San Juan Avenue, Jacksonville, FL 32210, and the name of the initial registered agent of this corporation at that address is Clay Andrews, Jr.

#### **ARTICLE VIII - DIRECTORS**

Initially, this corporation shall have One ( 1 ) Director who shall serve until his successor shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Clay Andrews, Jr.	4331 San Juan Avenue Jacksonville, FL 32210

#### **ARTICLE IX - OFFICERS**

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
Clay Andrews, Jr. President	4331 San Juan Avenue Jacksonville, FL 32210
Clay Andrews, Jr. Secretary	4331 San Juan Avenue Jacksonville, FL 32210
Clay Andrews, Jr. Treasurer	4331 San Juan Avenue Jacksonville, FL 32210

## ARTICLE X - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Name

Address

Clay Andrews, Jr.

4331 San Juan Avenue  
Jacksonville, FL 32210

## ARTICLE XI - IRS REQUIREMENTS

The corporation shall not have more than one hundred (100) stockholders and otherwise shall fulfill the requirements necessary for it to elect to become an "electing small business corporation" under Subchapter S of the Internal Revenue Code and the stock of this corporation qualifies as small business stock under Internal Revenue Code §1244.

## ARTICLE XII - INDEMNIFICATION


The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

## ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: March 25, 2009


By   
Printed Name Clay Andrews, Jr.  
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that *(name of corporation)* Aqua Pool Services, Inc desiring to organize or qualify under the laws of the State of Florida, has named Clay Andrews, Jr., located at 4331 San Juan Avenue, Jacksonville, FL 32210. as its agent to accept service of process within Florida.

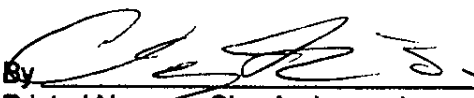
Dated: March 25, 2009.

By   
Printed Name: Clay Andrews, Jr.  
Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

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 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.

Dated: March 25, 2009.

By   
Printed Name: Clay Andrews, Jr.  
Registered Agent