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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 JUL -9 PM 4:45

**D. Gregg Kraus
14633 Coral Berry Drive
Tampa, Florida 33626**

July 5, 2009

Department of State
Division of Corporations
Clifton Building
2663 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Incorporation

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for Clearwater Pool and Spa of Tampa Bay, Inc. Enclosed is a check for \$70.00 to cover the filing fees.

Call Randy Staples at (972) 679-2244 if you have any questions or if there is a problem. Thank you for your assistance.

Sincerely,



D. Gregg Kraus

ARTICLES OF INCORPORATION

OF

CLEARWATER POOL AND SPA OF TAMPA BAY, INC.

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The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation (herein "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE ONE

The name of the Corporation is Clearwater Pool and Spa of Tampa Bay, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which a Corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000,000 shares of common stock, each having One Dollar (\$1.00) par value per share.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE SIX

The initial registered agent is an individual resident of the State of Florida whose name is set forth below:

D. Gregg Kraus

The business and physical address and location of the registered agent and the registered office is:

14633 Coral Berry Drive
Tampa, Florida 33626

The registered office is physically located in the city of Tampa.

ARTICLE SEVEN

Section 1. Initial Directors. The initial Board of Directors shall consist of one (1) member and the name and address of the person who is to serve as Director until the first annual meeting of the shareholders or until their successors are elected and qualified is:

D. Gregg Kraus
14633 Coral Berry Drive
Tampa, Florida 33626

Section 2. Number and Qualification. The number and qualifications of directors constituting the Board of Directors of the Corporation will be fixed or determined in the manner provided in the Bylaws of the Corporation. The number of

directors may be increased or decreased from time to time in the manner set forth in the Bylaws of the Corporation.

ARTICLE EIGHT

Provisions for the regulation of the internal affairs of the Corporation will include the following, but such enumeration is not in limitation of the power of the shareholders or the Board of Directors to formulate in the Bylaws, by resolution, or any other proper manner any other lawful provision not inconsistent with law or these articles:

Section 1. Voting. Each outstanding share, regardless of class, will be entitled to one vote on each matter submitted to a vote of shareholders. At each election of directors every shareholder entitled to vote at such election will be entitled to vote, in person or by proxy, the number of shares owned by him for each director for whose election he has a right to vote. The right of shareholders to cumulate votes in the election of directors is expressly denied.

Section 2. Bylaws. The Board of Directors will adopt the initial Bylaws, and from time to time may alter, amend or repeal the Bylaws or adopt new Bylaws; but the shareholders from time to time may alter, amend or repeal any Bylaws adopted by the Board of Directors or may adopt new Bylaws.

Section 3. Denial of Preemptive Rights. The shareholders of the Corporation will not have the preemptive right to acquire additional, unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares.

Section 4. Limitation of Liability. A director of the Corporation shall not be liable to the Corporation or the shareholders for monetary damages for an act or omission in the director's capacity as a director to the fullest extent allowable under Florida law, except that this section shall not eliminate or limit the liability of a director for: (i) a breach of a director's duty of loyalty to the Corporation or its shareholders; (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; (iv) an act or omission for which the liability of a director is expressly provided for by statute; or (v) an act related to an unlawful stock repurchase or payment of a dividend.

ARTICLE NINE

The name and address of the incorporator is:

D. Gregg Kraus
14633 Coral Berry Drive
Tampa, Florida 33626

Executed on June 30, 2009.



D. Gregg Kraus, Incorporator



D. Gregg Kraus, Registered Agent

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