



BARRY APFELBAUM, P.A.

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ATTORNEY AT LAW

ORLANDO, FL 32812

P95000000 216

December 24, 1994

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Wagner Power Pools, Inc.

Sirs:

Please file the enclosed Articles of Incorporation.
Thank you.

Very truly yours,


Barry Apfelbaum

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TALLAHASSEE, FLORIDA

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1/03/95
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**ARTICLES OF INCORPORATION
OF
WAGNER POWER POOLS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Wagner Power Pools, Inc.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purpose of this corporation is to engage in sales and service related to recreational swimming pools and related items, and all business permitted under the laws of the United States and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is twenty thousand (20,000) shares of common stock, and each share having no par value.

ARTICLE V - ADDRESS

The street address of the initial registered office of this corporation is 7119 Tripoli Way, Orlando, Florida, 32822. The name of the initial registered agent at that address is David E. Wagner.

The principal address of the corporation is 7119 Tripoli Way, Orlando, Florida 32822.

ARTICLE VI - DIRECTORS

The corporation shall have one (1) director initially whose name and street address is as follows:

DAVID E. WAGNER 7119 Tripoli Way
Orlando, FL 32822

The number of directors may be changed according to the by-laws of this corporation.

ARTICLE VII - SUBSCRIBER

The name and street address of the incorporator of this corporation is as follows:

DAVID E. WAGNER 7119 Tripoli Way
Orlando, FL 32822

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 22nd day of December, 1994.

David E. Wagner
INCORPORATOR - DAVID E. WAGNER

ACCEPTANCE BY REGISTERED AGENT:

David E. Wagner
DAVID E. WAGNER

STATE OF
COUNTY OF

BEFORE ME personally appeared DAVID E. WAGNER, to me well known, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 23 day of December, 1994.

NOTARY PUBLIC

OFFICIAL NOTARY SEAL
BARRY APPELBAUM
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC306405
MY COMMISSION EXP. AUG. 12, 1997

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