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CORPORATE ACCESS, INC.

1116-D Thomasville Road Mount Vernon Square Tallahassee, Florida 32303 (904) 222-2666 (904) 222-1666 (Fax) (800) 969-1666

GLINDA P. BENNETT Personal Representive

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

l	MASTERCRAFT	Posts, Inc.	as six la
 2.	(Corporation Name)	(Decument #)	S JAN
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200	NEW FILINGS
レ	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

Annual Report Fictitious Name Name Reservation

30	AMENDMENTS
Γ	Amendment
Γ	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	REGISTRATION/	
Annual Report	QUALIFICATION	
Fictitious Name	Foreign	
Name Reservation	Limited Partnership	

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

Examiner's Initials

LAW OFFICES

Sparber, Kosnitzky, Truxton, de la Guardia, Spratt & Brooks

MARC H. AUERBACH KOMAL J. BHOJWANI GARY S. BROOKS OSCAR DE LA GUARDIA ALAN G. GEFFIN JORGE A. GONZALEZ DIANA L. GRUB LOUISE T. JEROSLOW MARTIN B. KOFSKY MICHAEL ROSNITZKY JILL R. LANE MITCHELL W. MANDLER DEBORAH R. MAYO RALPH SHALOM BYRON L. SPARBER WILLIAM J. SPRATT, JR.

GREGG S. TRUXTON

MISTON OF CORPORATION

DADE (305) 379-7200 BROWARD (305) 760-9133 FAX (305) 379-0800

January 19, 1995

VIA FEDERAL EXPRESS

Ms. Glinda Bennett Corporate Access, Inc. 1116-D Thomasville Road Mt. Vernon Square Tallahassee, FL 32303

RE: MASTERCRAFT POOLS, INC.

Dear Glinda:

Enclosed please find the original and one copy of Articles of Incorporation for MASTERCRAFT POOLS, INC. along with a check in the amount of \$122.50 which represents the necessary fees for the Secretary of State.

Please file the enclosed and return the certified copy to the undersigned along with the complete corporate kit by UPS.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

SPARBER, KOSNITZKY, TRUXTON, DE LA GUARDIA, SPRATT & BROOKS, P.A.

Susan Shaw Marrero, Paralegal

Enclosures

WE RESERVED THIS NAME. ANY POBLEMS, CALL GREEK, TRUTTON.

Articles of Incorporation

SECRETARY OF STATE DIVISION OF CORPORATIONS

of

95 JAN 20 AH 10: 54

MASTERCRAFT POOLS, INC.

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

EFFECTIVE DATE

MASTERCRAFT POOLS, INC.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

c/o KTG&S Registered Agent Corporation 1401 Brickell Avenue Suite 700 Miami, Florida 33131

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this

Corporation is authorized to issue and have outstanding at any
one time is One Hundred Thousand (100,000) shares of common stock
having a par value of \$.001 per share. The Board of Directors of
this Corporation shall have the power to divide and issue the
Common Stock into one or more series and to determine the
limitation and relative rights of each such series, consistent
with the laws of the State of Florida. Shares of one series may
be issued as a share dividend in respect of shares of another
series.

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on January 18, 1995. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

KTG&S Registered Agent Corporation 1401 Brickell Avenue Suite 700 Miami, Florida 33131

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

KTG&S Registered Agent Corporation 1401 Brickell Avenue Suite 700 Miami, Florida 33131

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of January 18, 1995.

KTG&S Registered Agent Corporation

By:

Gregg S. Truxton, Vice President

CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of MASTERCRAFT POOLS, INC. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S Registered Agent Corporation

By:

Gregg S. Truxton,

Vice President

Dated: January 18, 1995

CORPORA ACCESS,

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

INC.

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (500) 969-1666 . Fax (850) 222-1666

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SPECIAL INSTRUCTIONS			

Articles of Dissolution

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Mastercraft Pools, Inc.

Mastercraft Pools, Inc., a Florida corporation (referred to herein as the "Company"), by its President, for the purpose of complying with the provisions of Section 607.1403, Florida Statutes, relating to the filing of Articles of Dissolution, does hereby execute the following Articles of Dissolution.

Name of Corporation:

Mastercraft Pools, Inc.

- 2. The foregoing dissolution was authorized by the Shareholders and Directors of the Company by joint written consent as of the 20 day of August, 1997.
- 3. The number of votes cast for dissolution by the Shareholders was sufficient for approval of the action authorizing such dissolution.
- 4. The dissolution contemplated herein shall become effective upon filing of these Articles of Dissolution with the Department of State, pursuant to Section 607.1403, Florida Statutes,

In Witness Whereof, the President of the Company has executed these Articles of Dissolution as of the doth day of August, 1997.

Mastercraft Pools, Inc.

By:

O.J. Buigas, President