

**CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX**

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csc networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32304

ACCOUNT NO. : 072100000012

REFERENCE : 541620 9052A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : February 10, 1995

ORDER TIME : 11:56 AM

THEORY AND PRACTICE

ORDER NO. 1 541628

CUSTOMER NO: 9052A

CUSTOMER: Robert W. Darnell, esq
DAVIS PERSSON SMITH & DARNELL

Suite 406
2033 Main Street
Sarasota, FL 34237

DOMESTIC FILING

P95000011729

NAME: VASM, INC.

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF PAYING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gary L. Shelby

EXAMINER'S INITIALS:

RECEIVED
FEB 10 1940 95 FEB 10 1940
SPECIAL AGENT IN CHARGE SECRETARY
FEDERAL BUREAU OF INVESTIGATION
TALLAHASSEE, FLORIDA

PLN
2-10-95
0214

Davis, Persson, Smith & Darnell

Attorneys and Counselors At Law
A Partnership of Professional Associations
2033 Main Street, Suite 406
Sarasota, Florida 34237
(813) 365-4950

February 7, 1995

David D. Davis*
David P. Persson*
Kevin P. Smith
Robert W. Darnell
Barbara D. Levin
Barry R. Lewis, Jr.

Robert P. Rosin
Of Counsel
Telecopier
(813) 365-3299

* Also licensed to practice in Illinois
* Qualified in Administrative and Governmental Law under
the Florida Designation Plan
Also licensed to practice in Louisiana and Massachusetts

1332-1

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: VASM, Inc.

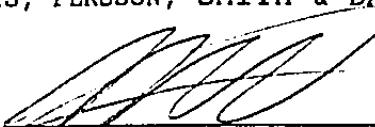
Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of Incorporation for the above referenced Corporation, together with a check in the amount of \$122.50 to cover the following:

Filing of the Articles	\$35.00
Certified Copy of the Articles	52.50
Registered Agent	35.00

We would appreciate your returning to us the certified copy of the Articles of Incorporation via the CIS COURIER.

DAVIS, PERSSON, SMITH & DARNELL

By: 

Robert W. Darnell

RWD:cw
Enclosures

ARTICLES OF INCORPORATION
OF
VASM, INC.

95 FEB 10 PM 4:20
FILED
TALLAHASSEE, FLORIDA
SECRETARY

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

VASM, INC.

ARTICLE II - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 4225 S. Tamiami Trail, Sarasota, Florida 34231.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 4225 S. Tamiami Trail, Sarasota, Florida 34231 and the registered agent at such office is Vann A. Smith.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Vann A. Smith
8295 Shadow Pine Way
Sarasota, FL 34238

Sharyl M. Smith
8295 Shadow Pine Way
Sarasota, FL 34238

ARTICLE VIII - SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each holder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the corporation which from time to time may be issued (whether or not

presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE X - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Vann A. Smith
8295 Shadow Pine Way
Sarasota, FL 34238

The undersigned has executed these Articles this 7th
day of Feb, 1995.



VANN A. SMITH

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for VASM, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and 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.

2-17-95
Date

VANN A. SMITH
Registered Agent

95 FEB 10 PM 4 20
SECRETARY STATE
TALLAHASSEE, FLORIDA

CORPORATION INC.
SERVICES, INC.
1701 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

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P95000011729

csc networks

MAIL TO:
P.O. BOX 5820
TALLAHASSEE, FL 32304

ACCOUNT NO. : 072100000032

REFERENCE : 348957 9052A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

55 FEB 27 PHB: 39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : February 27, 1995

ORDER TIME : 9:42 AM

4000001415954
-02/27/95--01099-029
+****35.00 +****35.00

ORDER NO. : 348957

CUSTOMER NO: 9052A

CUSTOMER: Robert W. Darnell, esq
David Pearson Smith & Darnell
Suite 406
2033 Main Street
Sarasota, FL 34237

RECEIVED
FEB 27 1995
FLORIDA CORPORATION

DOMESTIC AMENDMENT FILING

NAME: VASM, INC.

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: *2/27
JW
DWN
JW*

Davis, Persson, Smith & Darnell

Attorneys and Counselors At Law
A Partnership of Professional Associations
2033 Main Street, Suite 406
Sarasota, Florida 34237
(813) 365-4950

February 24, 1995

David D. Davis*
David P. Persson
Kevin P. Smith
Robert W. Darnell
Barbara B. Levin
Barry R. Lewis, Jr.

* Also licensed to practice in Illinois
Qualified in Administrative and Governmental Law under
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409 East Gaines Street
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RE: VASM, INC.

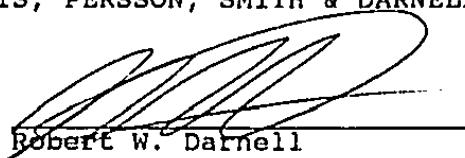
Dear Sir or Madam:

Enclosed please find original and copy of Articles of Amendment to the Articles of Incorporation of VASM, INC., together with our check in the amount of \$35.00 to cover the cost of filing these Articles.

We would appreciate your returning to us the copy of the Articles, with your date of filing affixed thereon, via the CIS COURIER.

DAVIS, PERSSON, SMITH & DARNELL

By:


Robert W. Darnell

RWD:cw
Enclosures

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
VASM, INC.

55FEB 27 PM12:39
TALLAHASSEE FLORIDA
SECRETARY OF STATE

The undersigned, Sharyl M. Smith, President, and Vann A. Smith, Secretary, of VASM, INC. certifies that:

1. They are the President and Secretary of VASM, INC., a Florida corporation, which Articles of Incorporation were filed with the Secretary of State, State of Florida, on February 10, 1995.
2. The following amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors and approved by the Shareholders, at a special meeting at which all of the Directors and Shareholders were present and voting throughout, duly called for the purpose of adopting this Amendment and held on February 17, 1995.
3. There are 200 shares of common stock issued and outstanding. All of said issued and outstanding shares are entitled to vote, and all of the shares entitled to vote, voted for the Amendment.
4. Article I of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE I - NAME

The name of this Corporation is:

POOL & PATIO SHOWCASE, INC."

IN WITNESS WHEREOF, the undersigned President and Secretary
of the Corporation have executed these Articles of Amendment this
24th day of FEBRUARY, 1975.



SHARYL M. SMITH, President



VANN A. SMITH, Secretary