

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 323  
904-222-9171  
904-222-0193 FAX

800-342-8086

**CSC networks**

MAIL TO:  
P.O. Box 5028  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000012

REFERENCE : 541678 9052A

AUTHORIZATION :

COST LIMIT : 9 *PPD*

ORDER DATE : February 10, 1995

ORDER TIME : 11:56 AM

ORDER NO. : 541678

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.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail M. Shelby

EXAMINER'S INITIALS:

RECEIVED  
95 FEB 10 PM 1:40  
OFFICE OF CORPORATION SECRETARY  
TALLAHASSEE, FL 32314  
FILED

*PL*  
*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 H. Levin  
Harry R. Lewis, Jr.

Robert P. Rosin  
Of Counsel  
Telecopier  
(813) 365-3799

\* 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.

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

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 7<sup>th</sup>  
day of FEB, 1995.

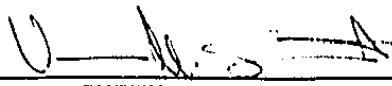
N. A. Smith  
VANN A. SMITH

"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.

Date

2-17/95

  
VANN A. SMITH  
Registered Agent

95 FEB 10 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION (INCORPORATED)  
SERVICES, INC.  
1701 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-9171  
904-222-0191 FAX

800-342-8086

P95000011729

**CSO networks**

MAIL TO:  
P.O. Box 5820  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 348957 9052A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

FILED  
FEB 27 PM 12:39  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

ORDER DATE : February 27, 1995

ORDER TIME : 9:42 AM

ORDER NO. : 348957

CUSTOMER NO: 9052A

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

4000001415954  
-02/27/95--01039--023  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

DOMESTIC AMENDMENT FILING

NAME: VASH, INC.

RECEIVED  
FEB 27 PM 10:19  
VASH OF CORPORATION

☒ 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  
Jony  
Horne  
Chong

## 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  
Darryl R. Lewis, Jr.

\* 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

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Of Counsel  
Telecopier  
(813) 365-3259

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 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.

FILED  
55 FEB 27 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

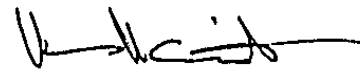
"ARTICLE I - NAME

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  
24<sup>TH</sup> day of FEBRUARY, 1995.

  
SHARYL M. SMITH, President

  
VANN A. SMITH, Secretary