

SARA M. POWERS
Powers Accounting Service
7026 Greenfern Lane
Jacksonville, FL 32211
(904) 744-6124

FILED

95 MAR 31 AM 11:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 30, 1995

P950000 25750

Secretary of State
409 East Gaines St.
Tallahassee, FL 32301

Attn: Corporate Division
JAGUAR POOLS & SPAS, INC.

000001445110
-03/31/95--01010--019
****122.50 ****122.50

EFFECTIVE DATE

01-01-95

Dear Sir:

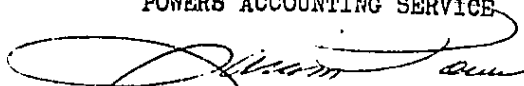
Enclosed are the Articles of Incorporation for the above named
for the purpose of incorporating, also enclosed is check in the
amount of \$122.50 covering the following cost:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
Total	\$ 122.50

Your early attention would be most appreciated.

Please forward all information regarding charter to me at the
above address.

Sincerely,
POWERS ACCOUNTING SERVICE


Sara M. Powers
Owner

SMP:cb
Enc. (2)

Will wait

NANCY HENDRICKS MAR 31 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 1, 1995

SARA M. POWERS
POWERS ACCOUNTING SERVICE
7026 GREENFERN LANE
JACKSONVILLE, FL 32211

The name JAGUAR POOLS & SPA, INC. has been reserved for 120 days beginning February 1, 1995. The reservation number is R95000000428 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Lee Yarbrough

Letter number: 295A00004219

OF

JAGUAR POOLS & SPAS, INC.FILED
95 MAR 31 4:11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

EFFECTIVE DATE

04-01-95ARTICLE I

The name of this corporation shall be JAGUAR POOLS & SPAS, INC.

The date of the corporation shall be April 1, 1995.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on Are: To do any and all things herein mentioned as fully and to the same extent as natural persons might, or could do, Viz:

(a). To operate, conduct, establish and maintain a business devoted to construction, servicing and repairing pools and to engage in such other business in connection therewith, and in the sale of such other commodities as may be advantageous to the corporation.

(b). To have one or more locations, and buy, hold, mortgage, convey, lease or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all the States and Countries.

(c). To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required. To purchase the corporate assets of any other corporation and engage in the same or any other character of business, to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or any bonds, securities or other evidences in indebtedness created by other corporations of the State of Florida or any other State of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote such stock.

receive, accept, hold, collect and pay out deposits of money, to issue, receive, accept, hold, collect, assign and transfer debts, contracts, covenants, and specialities, to receive and accept, mortgages or real estate and of interest in land and collateral and other forms of security for money and secure same by the issue of bonds, notes, mortgages, and all other forms of security. To make, enter into, purchase, transfer and assign any and all kinds of contracts, agreements, bonds, notes, or obligations, to make, enter into and perform contracts of any kind with any fund, person, association or corporation.

(e). To have, possess, exercise and enjoy all the rights, privileges and powers incidental to any or all of the foregoing business or necessary or convenient for the full and complete exercise and performance of the same, to have, exercise and enjoy all the rights, powers and privileges incident to corporations of like nature organized and existing under the Laws of the State of Florida.

The foregoing shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III

The capital stock of this corporation shall be SEVENTY-FIVE HUNDRED SHARES of Common Stock with Par Value of ONE DOLLAR (\$1.00). All stock shall be fully paid for in lawful money of the United States or in property, labor or services at a just valuation to be fixed by the Directors of the Corporation at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation shall commence business is not less than FIVE-HUNDRED DOLLARS (\$500.00).

ARTICLE V

The corporation shall have a perpetual existence unless sooner dissolved according to Law.

ARTICLE VI

The principal place of business of said corporation shall be at 2073 Nickerson Lane, Jacksonville, FL 32207, with branches at such other place or places within or without the State of Florida or within or without the United States of America as the Board of Directors may from time to time determine and resolve.

BRENDA A. CHILA, is the Registered Agent at the above address.

ARTICLE VII

Section 1. The corporation shall have Three Directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than ONE, nor more than FIVE.

Section 2. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the First Annual Meeting of the corporation are:

ROBERT D. TURBYFILL
7624 Holiday Rd. S.
Jacksonville, FL 32216

BRENDA A. CHILA
10710 Skylark Dr.
Jacksonville, FL 32257

JOHN A. CHILA
10710 Skylark Dr.
Jacksonville, FL 32257

ARTICLE VIII

The names and street addresses of the officers of the corporation for the first year shall be:

ROBERT D. TURBYFILL - President
7624 Holiday Rd. S.
Jacksonville, FL 32216

BRENDA A. CHILA - Secretary-Treasurer
10710 Skylark Dr.
Jacksonville, FL 32257

ARTICLE IX

The name and street address of the subscriber to this Certificate of Incorporation is:

BRENDA A. CHILA
10710 Skylark Dr.
Jacksonville, FL 32257

ARTICLE X

This Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meeting by a majority of the stockholders entitled to vote hereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of this Certificate of Incorporation be made.

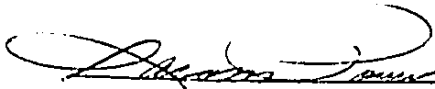
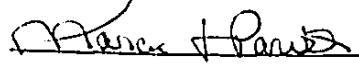
ARTICLE XI


Section 1. The Annual Meeting for election of the members of the Board of Directors shall be held as may be provided in the By-Laws.

, holding of additional regular meetings and any special meetings and the By-Laws shall provide for notice for all such meetings.

IN WITNESS WHEREOF, the said subscriber and incorporator hereunto set her hand and seal this 30 day of March, 1995.
for the purpose of forming this corporation under the laws of the State of Florida.

WITNESSES:

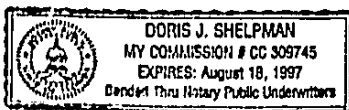

BRENDA A. CHILA
FIDELITY-C400-076-02-632
4/98

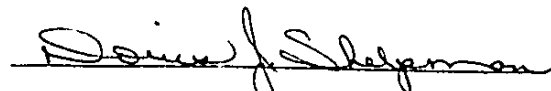
STATE OF FLORIDA)

COUNTY OF DUVAL)

Before, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared
BRENDA A. CHILA to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed and subscribed to these ARTICLES OF INCORPORATION.

WITNESS my hand and official seal in the County and State named above this 30 day of March, 1995.




NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

BRENDA A. CHILA,

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for the above named corporation.


BRENDA A. CHILA,
Registered Agent

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthoft
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000025750 (7)

1. Corporation Name

JAGUAR POOLS & SPAS, INC.

Principal Place of Business

2073 NICKERSON LANE
JACKSONVILLE FL 32207

Mailing Address

2073 NICKERSON LANE
JACKSONVILLE FL 32207

APPROVED
AND
FILED

1996 DEC 12 AM 9:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/01/1995		3a. Date of Last Report	
21. Suite, Apt. #, etc.		2b. Suite, Apt. #, etc.		4. FEI Number 59-3305000		Applied For Not Applicable	
22. City & State		27. City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country		29. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CHILA, BRENDA A 10710 SKYLARK DR. JACKSONVILLE FL 32257				81. Name 82. Street Address (P.O. Box Number is Not Acceptable) 83. 84. City FL 85. Zip Code			

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: Brenda A. Chila DATE: 10/6/96

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
1. TITLE NAME STREET ADDRESS CITY-ST-ZIP RD TURBYFILL, ROBERT D 7624 HOLIDAY RD. SOUTH JACKSONVILLE FL 32216				1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 0000002035580--6 -12/20/96--01108--011 ***375.00 ***375.00			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
2. TITLE NAME STREET ADDRESS CITY-ST-ZIP STD CHILA, BRENDA A 10710 SKYLARK DR. JACKSONVILLE FL 32257				2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP REINSTATEMENT			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
3. TITLE NAME STREET ADDRESS CITY-ST-ZIP D CHILA, JOHN A 10710 SKYLARK DR. JACKSONVILLE FL 32257				3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
4. TITLE NAME STREET ADDRESS CITY-ST-ZIP				4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
5. TITLE NAME STREET ADDRESS CITY-ST-ZIP				5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP			
<input type="checkbox"/> DELETE				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
6. TITLE NAME STREET ADDRESS CITY-ST-ZIP				6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP			

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

9/1/96 (904) 396-8586

CR2E034 (3/96)