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April 12, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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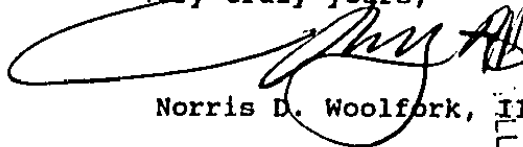
SUBJECT: TOP QUALITY POOL MARCITING, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation.

A check in the amount of \$122.50 is enclosed herewith.

Please send to this office a certified copy of the approved articles.

Very truly yours,


Norris D. Woolfork, III

NDW/mm

cc: file

Enclosures

FILED
55 APR 17 PM 1:27
TALLAHASSEE, FLORIDA

D. BROWN APR 20 1995

ARTICLES OF INCORPORATION

OF

TOP QUALITY POOL MARCITING, INC.

FILED
95 APR 17 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the Corporation is: Top Quality Pool Marciting, Inc.

ARTICLE II - TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

To plaster and marcite pools, repair pools, erect pool decks and tile pools; and to engage in any other allowed activity, and any other business activity that may be permitted under the laws of the State of Florida and the United State of America.

ARTICLE IV - STOCK

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Common Stock with a par value of \$1.00 per share.

Stated Capital. The sum of the par value of all shares of Common Stock of the Corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding Common Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

No Classes of Stock. The shares of the Corporation are not to be divided into classes.

No share in Series. The corporation is not authorized to issue shares in series.

ARTICLE V - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this Corporation as may be issued for money or any stock or services from time to time in addition to that stock authorized to be issued by the Corporation.

The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of one (1) person, who need not be a resident of the State of Florida or a shareholder of the Corporation, the number of directors may be changed from time to time by a majority vote of the shareholders.

The name and address of the person who shall serve as director until the first annual meeting of shareholders or until a successor shall have been elected and qualified, is as follows:

Marvin Smith 331 Salina Drive Altamonte Springs, Fl 32701

ARTICLE VII - AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial principal office and the business address of the Corporation is 331 Salina Street, Altamonte Springs, Florida 32701, and the name and the address of the initial registered agent is Norris D. Woolfork, III, 425 W. Colonial Drive, Orlando, Florida 32804.

ARTICLE IX - INCORPORATOR

The name and address of the initial incorporator is as follows:

Marvin Smith 331 Salina Street Altamonte Springs, Fl 32701

ARTICLE X - PRINCIPAL OFFICE

The principal office of the Corporation in the State of Florida is 331 Salina Street, Altamonte Springs, Florida 32701. The mailing address of the corporation is 331 Salina Street, Altamonte Springs, Florida 32701.

IN WITNESS WHEREOF, the undersigned has made and subscribed

to these Articles of Incorporation at Orlando, Florida on this
19th day of January, 1995.

Marvin Smith
MARVIN SMITH

STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me by Marvin Smith, on this 19th day of January 1995, who is personally known to me/produced identification and who did not take an oath.

Albert C. Brinson, III
Signature

Notary Public
STATE OF FLORIDA
ALBERT C. BRINSON, III
COMMISSION # CC-304970
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Top Quality Pool Marciting, Inc.

2. The name and address of the registered agent and office is: Norris D. Woolfork, III, 425 W. Colonial Drive, Suite 103, Orlando, Florida 32804.

Martin Smith
Corporate Officer

Title: _____

Date: _____

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature Norris D. Woolfork, III
Norris D. Woolfork, III

Date January 19, 1995

FILED
95 APR 17 PM 1:28
STATE
TALLAHASSEE, FLORIDA