

P95000034837

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY -4 AM 11:38

2/16/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK _____

WALK-IN
Will Pick Up 3-7 11:00

RE: Main Street Pool
v. Spas, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> Form Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S -	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Ruinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

500001475775
-05/04/95--01050--010
*****70.00 *****70.00

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY -4 AM 11:38

ARTICLES OF INCORPORATION
OF

MAIN STREET POOLS & SPAS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

MAIN STREET POOLS & SPAS, INC.

ARTICLE II

The object and purpose of the corporation, and the general nature of the business or businesses to be transacted, shall be all aspects of sales and construction of pools and spas and any other business permitted under the laws of the State of Florida.

ARTICLE III

The address of the principal office of the corporation in the State of Florida shall be:

1115 E. Livingston Street
Orlando, Florida 32803

ARTICLE IV

The capital stock of the corporation shall consist of 100 shares of common stock, with par value of \$1.00.

ARTICLE V

The business of the corporation shall be conducted by a board of not less than one (1) director. The name and address of the director of the corporation is:

J. CHRIS PETERSON, JR./1115 E. Livingston Street, Orlando, Florida 32803

ARTICLE VI

The officers of the corporation shall be a President, Vice President, Treasurer and Secretary. Until the first meeting of the Board of Directors or until their successors are elected and have qualified, the following shall be the officers of the corporation:

DAVID SWATKALSKI/President
DAVID BALCERAK/Secretary & Treasurer
J. CHRIS PETERSON, JR./Vice President

ARTICLE VII

The name and address of the subscriber to these Articles of Incorporation and a statement of the number of shares of stock and the value of consideration therefor which the subscriber is to take, is as follows:

J. CHRIS PETERSON, JR./1115 E. Livingston Street
Orlando, Florida 32803/100 Shares

ARTICLE VIII

The annual meeting of the stockholders shall be held on the 1st day of December of each year, or at such time the Board of Directors shall be elected, and such other business as may properly come before the meeting may be considered and transacted. The officers of the corporation shall be elected annually by the Board of Directors at a meeting of

the Board to be held immediately following the annual stockholders meeting.

The time, place and manner of calling meetings of the stockholders or directors shall be fixed by the By-Laws of the corporation.

The Board of Directors shall appoint a Registered agent as required by the laws of the State of Florida.

ARTICLE IX

Any expense paid by the corporation for or on behalf of any officer or any sum paid to any officer as reimbursed expenses, if the same shall be subsequently disallowed by the Internal Revenue Service, shall be repaid by said officer to the corporation.

ARTICLE X

Private property of the stockholders shall not be subject to the payment of the corporation debts in any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the corporation.

ARTICLE XI

A special meeting of the subscribers or their assigns shall be held upon the call of the President for the purpose of completing the organization of the corporation and the adoption of the By-Laws and the transaction of such other business as may be desired or required.

ARTICLE XII

The amount of capital with which the corporation shall

begin. business is \$1,000.00.

ARTICLE XIII

The corporation shall have perpetual existence.

ARTICLE XIV

Any and all certificates of common stock authorized by this corporation shall, on the face thereof, contain the notation "subject to the shareholder restrictions per Article XIV contained in the Charter". Any and all shares hereafter issued by the said corporation shall be subject also to these restrictions. Any person owning stock in this corporation being desirous of disposing of said shares of stock shall notify the corporation of his intention to dispose of this stock and thereafter, the corporation shall have ninety (90) days to exercise its rights to purchase the stock at the price offered by the shareholder to others.

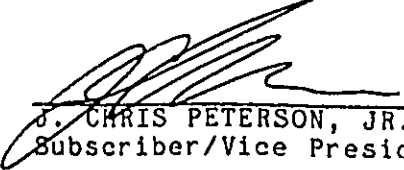
If the corporation shall thereafter fail to purchase the aforesaid stock at a price which is bona fide offer by others to purchase the stock, then the shareholders may sell the outstanding shares by giving notice to the corporation in writing that ninety (90) days have elapsed since the offer and that the transfer shall be effected on the books and records of the corporation.

In the event of the death of a stockholder of the corporation, the corporation shall have additional first rights to purchase the stock for a price to be agreed upon, providing however, that if no agreement can be reached the

price shall be set at the instance of the personal representative of the date set for the filing of the federal estate tax return regardless of whether such return shall be required.

The shareholders of this corporation shall have the right to purchase such percentage of any new sale or issue of stock as the percentage then held bears to issued stock.

IN WITNESS WHEREOF, the undersigned, being the original subscriber, has hereby set his hands and seals this 3 day of MAY, 1995.


J. CHRIS PETERSON, JR.
Subscriber/Vice President/Director & Shareholder

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3 day of May, 1995, by J. CHRIS PETERSON, JR., Subscriber/Vice President/Director & Shareholder of MAIN STREET POOLS & SPAS, INC., who is personally known to me or who has produced n/a as identification and who did (did not) take an oath.


NOTARY PUBLIC, STATE AT LARGE

My Commission Expires:

OFFICIAL NOTARY SEAL
THERESA H SABISTON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC375228
MY COMMISSION EXP. JUNE 2, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT MAIN STREET POOLS & SPAS, INC.
(Name Corporation)

WITH ITS PLACE OF BUSINESS AT 1115 E. Livingston Street, Orlando, FL 32803
(Business Address, City and State)

HAS NAMED J. CHRIS PETERSON, JR.
(Name of Registered Agent)

LOCATED AT 1115 E. Livingston Street
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF Orlando, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
(City)
OF PROCESS WITHIN FLORIDA.

SIGNATURE


(Corporate Officer)

TITLE Vice President

DATE May 3, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -4 AM 11:39

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION,
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE


(REGISTERED AGENT)

DATE May 3, 1995

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314
Phone: (904) 488-9005.

(NOTE: There is a filing fee of \$3.00 for this certificate)

P95000034837

Requestor's Name

116 McKey St.
Ocala, Fla. 34761

City/State/Zip

Phone #

Office Use Only

96 JUL 24 4:52 PM
RECEIVED
SECRET
FBI

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS JUL 3 0 1996

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

RECEIVED
JUL 24 1995
JUL 22 1995

I, David J. Swartz, hereby resign as President
(Title)

of Main Street Pools + Spas, Inc
(Name of Corporation)

a corporation organized under the laws of the State of Fla

That the corporation has been notified in writing of the resignation.

David Swartz
(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314