

JOSEPH POLOTTO
1326 S.E. 46TH LANE
CAPE CORAL, FLORIDA 33904

P95000049355

June 15, 1995

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

200001519682
-06/21/95--01084--004
****122.50 ****122.50

RE: UNIVERSAL POOL TILE SUPPLY, INC.

Greetings:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated and marked with a "X".

- ☒ A. Articles of Incorporation Filing Fee \$35.00
- ☒ B. Registered Agent Designation Filing Fee \$35.00
- ☒ C. Certified copy of Articles of Incorporation
\$52.50 (optional)

If the chosen corporate name is unavailable, please call me immediately. Thank you for your cooperation.

Cordially,


JOSEPH POLOTTO

db\

Enclosures

SOC

FILED
95 JUN 21 AM 9:59
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
UNIVERSAL POOL TILE SUPPLY, INC.

95 JUN 21 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I. NAME

The name of this corporation shall be UNIVERSAL POOL TILE SUPPLY, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of filing of these Articles of Incorporation by the Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of conducting any and all lawful business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 par shares of common capital stock, at \$1.00 per share par value.

Articles Of Incorporation Of
UNIVERSAL POOL TILE SUPPLY,, INC.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

Articles of Incorporation of
UNIVERSAL POOL TILE SUPPLY, INC.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office"

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on the corporation's Initial Board Of Directors shall be ONE. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

JOSEPH POLOTTO	1326 S.E. 46TH LANE
	CAPE CORAL, FLORIDA 33904

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

Articles Of Incorporation Of
UNIVERSAL POOL TILE SUPPLY, INC.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED
OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1326 S.E. 46TH LANE, CAPE CORAL, FLORIDA 33904.

The name of the individual who shall serve as this corporation's initial registered agent at the address is:

JOSEPH POLOTTO

ARTICLE X. INCORPORATORS

The name and address of the individual who shall serve as this corporation's incorporator is:

JOSEPH POLOTTO
1326 S.E. 46TH LANE
CAPE CORAL, FLORIDA 33944

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

x *Joseph Polotto* 6/19/95
Incorporator

Articles Of Incorporation Of
UNIVERSAL POOL TILE SUPPLY, INC.

I hereby accept my designation as resident agent and agree to serve as the resident agent of UNIVERSAL POOL TILE SUPPLY, INC.

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for UNIVERSAL POOL TILE SUPPLY, INC.

+ *Joseph Polotto* 6/19/95
JOSEPH POLOTTO
Registered Agent

State of Florida

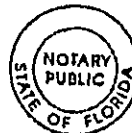
County Of Lee

ON JUNE 19th, 1995, JOSEPH POLOTTO, designated above as the individual who shall serve as the corporation's initial registered agent, and the individual, designated above, as the corporation's incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of UNIVERSAL POOL TILE SUPPLY, INC.

Salvatore Cosentino 6/19/95
Notary Public

Commission Expiration Date:

October 25, 1996



SALVATORE COSSENTINO
My Comm Exp. 10/25/96
Bonded By Service Ins
No. CC238311
☒ Personally Known ☒ Other L.R.

Articles Of Incorporation Of
UNIVERSAL POOL TILE SUPPLY, INC.

UNIVERSAL POOL TILE SUPPLY, INC.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:
UNIVERSAL POOL TILE SUPPLY, INC.
2. The name and address of the registered agent and office is:

JOSEPH POLOTTO
1326 S.E. 46TH LANE
CAPE CORAL, FLORIDA 33904

ACCEPTANCE

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 OF REGISTERED AGENT.

JUNE 15, 1995

X *Joseph Polotto* 6/19/95
Registered Agent

FILED
95 JUN 21 AM 9:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Registered Agent Filing Fee \$35.00

REGISTERED AGENT DESIGNATION CERTIFICATE

P95000049355

Universal Pool Tile Supply
Requestor's Name

2155 Andree Ln.
Address

Fl. Myers, FL 33912
City/State/Zip Phone #

Office Use Only

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

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

200001912422
-0000057985-011135-0011
*****295.00 *****35.00

- ☐ 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 checked="" type="checkbox"/>	Amendment NC
<input 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

FILED
05 JUL 25 AM 8:59
TALLAHASSEE, FLORIDA

ESH 8/5

RECEIVED
95 JUL 25 AM 12:48
DIVISION OF CORPORATIONS

Examiner's Initials

July 8, 1996

RECEIVED
JUL 11 1996
JUL 11 1996

Artesian Pool Construction, Inc. is dissolving it's corporation in order for the corporate name to be used in a name change involving Universal Pool Tile & Supply, Inc. This corporation has no intention of revoking it's dissolution and releases all name rights to Universal Pool Tile & Supply, Inc.

Joseph A. Polotto

Joseph A. Polotto
w. A. Deitrick, Notary
303-281-2200

STATE OF FLORIDA
COUNTY OF LEE

SUBSCRIBED BEFORE ME ON JULY 9, 1996 by Joseph A. Polotto
WHO PRODUCED FLORIDA DRIVERS LICENSE FOR IDENTIFICATION.

Karen A. Deitrick
KAREN A DEITRICK, NOTARY



KAREN A DEITRICK
My Commission CC558138
Expires May 20, 2000

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

UNIVERSAL POOL TILE & SUPPLY, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

~~ARTESIAN~~ ARTESIAN POOL CONSTRUCTION, INC.

FILED
JUL 17 1989
CLERK OF CIRCUIT COURT
JUL 17 1989
CLERK OF CIRCUIT COURT

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption 7-2-96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient
for approval by Joseph A. Polletto voting group UNIVERSAL TOOL THE TOOL SUPPLY, INC."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 5th of JULY, 19 96

Signature

Joseph A. Polletto

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JOSEPH A. POLETTI

Typed or printed name

PRESIDENT / INCORPORATOR

Title

P95000049355

Joseph Galotta
Requestor's Name
1101 NW 11th St.
Address
Cape Coral, FL 33909
City/State/Zip Phone #

200001940122
-09/05/96--01091--002
****105.00 *****35.00

Office Use Only

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

13 35.00

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 checked="" type="checkbox"/>	Amendment NC
<input type="checkbox"/>	Resignation of I.C.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

FILED
05 AUG 19 PM 4:00
TALLAHASSEE, FLORIDA
SH 8/19

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ARTESIAN POOL CONSTRUCTION, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTESIAN POOL CONSTRUCTION SPECIALISTS, INC.

RECORDED
05/13 PM 4:00
05/13

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 8-12-96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

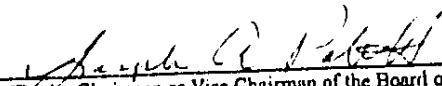
- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by INCORPORATORS voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 12th day of AUGUST, 19 96

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JOSEPH A. FUMENTO

Typed or printed name

PRESIDENT / INCORPORATOR

Title

P95000049355

Joseph Pulitto
Requestor's Name
1101 NW 14th St.
Address
Cape Coral, FL 33909
City/State/Zip Phone #

400001940124
-03/05/96--01091--002
****105.00 *****35.00

Office Use Only

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

\$35.00

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

FILED
96 DEC -4 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 12/5



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 15, 1996

Joseph Polotto
1101 NW 14th St.
Cape Coral, FL 33909

SUBJECT: ARTESIAN POOL CONSTRUCTION SPECIALISTS, INC.
Ref. Number: P95000049355

We have received your document for ARTESIAN POOL CONSTRUCTION SPECIALISTS, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

I haven't heard back from you concerning this dissolution. Please resubmit it to my attention when you are ready for it to be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specia t

Letter Number: 396A00052140

ARTICLES OF DISSOLUTION

FILED
96 DEC -4 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: ARTESIAN POOL CONSTRUCTION
SPECIALISTS, INC.

SECOND: The date dissolution was authorized: 8-11-96

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

INCORPORATORS
(voting group)

Signed this 13th day of AUGUST, 19 96

Signature

Joseph A. Polotto
(By the Chairman or Vice Chairman of the Board, President, or other officer)

JOSEPH A. POLOTTO
(Typed or printed name)

PRESIDENT
(Title)