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Charles E. Geary, P.A.

Attorney At Law  
310 West First Street • Stuart, Florida 34994



407 288-4357 (Home)

407 223-1430 (FL)

August 14, 1995

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

Re: Starlight Pools, Inc.

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent for the above referenced corporation, along with my check in the amount of \$122.50 to cover your fee.

Kindly return the executed documents to me in the enclosed envelope.

Sincerely,

  
Charles E. Geary, Esquire

CEG/rg  
enc.

RECEIVED  
DIVISION OF CORPORATIONS  
AUG 15 1995

Corpl/Star

ARTICLES OF INCORPORATION  
OF  
STARLIGHT POOLS, INC.  
\*\*\*\*\*

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be: STARLIGHT POOLS, INC.

ARTICLE II. INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 5541 S.E. Grafton Ave., Stuart, Florida 34997. The mailing address of this corporation is 5541 S.E. Grafton Ave., Stuart, Florida 34997.

ARTICLE III. CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. 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 V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Allen K. Schneider  
5541 S.E. Grafton Ave.  
Stuart, Florida 34997

#### ARTICLE VI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Allen K. Schroeder  
5541 S.E. Grafton Ave.  
Stuart, Florida 34997

#### ARTICLE VII. INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Allen K. Schroeder  
5541 S.E. Grafton Ave.  
Stuart, Florida 34997

#### ARTICLE VIII. PURPOSES

The general purposes for which the corporation is organized are:

1. To en ge in the business of pool construction and sales.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IX. CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE X. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

ARTICLE XI. INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this 17th day of August, 1995.

Allen K. Schroeder  
Allen K. Schroeder

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 17th day of August, 1995 by Allen K. Schroeder, who is personally known to me or who has produced Id. K. Schroeder's License as identification and who did not take an oath.

Barbara J. Ford  
Print Name:  
Notary Public



BARBARA J. FORD  
My Commission CC483427  
Expires May 14 1996  
Bonded by HAI  
800 422 1555

ACCEPTANCE OF REGISTERED AGENT

That Starlight Pools, Inc. desires to organize under the law of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 8541 S.E. Grafton Ave., Stuart, Florida 34997, has named Allen K. Schroeder, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: 

Allen K. Schroeder