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J. CHRISTOPHER RAY

ATTORNEY AT LAW

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September 19, 1995

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

000001591650
-09/22/95--011062--021
****122.50 ****122.50

Re: Articles of Incorporation of Futrell Aquatic
Systems, Inc.

Gentlemen:

Enclosed please find the original and copy of Articles of
Incorporation which are submitted to you for filing as prescribed
by statute.

Also enclosed please find my trust account check in the amount of
\$122.50 to cover the fees for filing.

Would you please accept the same and file accordingly.

Yours very truly,

J. Christopher Ray
J. Christopher Ray, Esq.

Encl.

ARTICLES OF INCORPORATION
OF
FUTRELL AQUATIC SYSTEMS, INC.

95 SEP 22 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby adopts these Articles to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: FUTRELL AQUATIC SYSTEMS, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of no-par common stock.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE HUNDRED AND NO/100ths..DOLLARS (\$100.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial street address in this State of the principal office of this corporation shall be: 116 Quail Ridge Court, Sanford, Florida 32771.

ARTICLE VII.

This corporation shall have one director 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.

ARTICLE VIII. INITIAL DIRECTORS

MICHAEL JOHN FUTRELL.....116 Quail Ridge Court, Sanford,
Florida 32771

ARTICLE IX. SUBSCRIBERS

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

MICHAEL JOHN FUTRELL.....116 Quail Ridge Court, Sanford,
Florida 32771...100 shares.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles be made.


MICHAEL JOHN FUTRELL

STATE OF FLORIDA

COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, MICHAEL JOHN FUTRELL, to me well known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State above named, this 18th day of September, 1995.

Cynthia A. Ray

NOTARY PUBLIC

My Commission Expires:

I.D.Used: Fla. D.L. F324-550-66-024-0



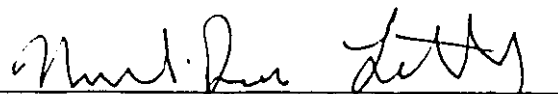
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that FUTRELL AQUATIC SYSTEMS, INC., desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Sanford, Florida, has named MICHAEL JOHN FUTRELL, located at 116 Quail Court, Sanford, Florida 32771, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MICHAEL JOHN FUTRELL
Resident Agent

55 SEP 22 AM 9:16
TALLAHASSEE, FLORIDA
SECRET