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Carl J. Mecke, Esq.
5740 Hollywood Boulevard
Suite 300
Hollywood, Florida 33021

February 8, 1996

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

Re: Town and Country Pools, Inc.

To whom it may concern:

Enclosed please find the Original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50 .

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and fee for Registered Agent Designation for the above named Corporation. Please return certified copy to letterhead addressee. Thank you for your assistance.

Respectfully,

Carl J. Mecke

Carl J. Mecke, Esquire

Corporation Name: Town and Country Pools, Inc.
and address 10049 N.W. 89th Avenue
Unit 22
Miami, Florida 33178

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
of
TOWN AND COUNTRY POOLS, INC.

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

ARTICLE I - CORPORATE NAME

The name of the corporation shall be TOWN AND COUNTRY POOLS, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved pursuant to Florida statutes.

ARTICLE III - PURPOSE

This Corporation may engage in the building and servicing of pools and related fields. Furthermore this corporation may engage in any lawful business or activity under the laws of the State of Florida, under the laws of the United States or any other state, county, territory or nation in which the corporation chooses to transact business.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any given time one hundred (100) shares of stock, which shall be designated "Common Shares." There shall be a par value of one (1) dollar per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Office and the Registered Agent of this Corporation is:

Carl J. Mecke
5740 Hollywood Blvd.
Hollywood, Florida 33021

The principal office and mailing address of this corporation is:

Town and Country Pools, Inc.
10049 N.W. 89th Avenue
Unit 22
Miami, Florida 33178

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under

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the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation.

This Corporation shall have one (1) Director initially consisting of the corporate officers. However, the number of Directors may be increased or decreased from time to time pursuant to the By-Laws, but shall never be less than one (1) Director. The name and address of the Initial Board of Directors is as follows:

Lilliam Enriquez
7440 Miami Lakes Drive
Apartment F-104
Miami Lakes, Florida 33014

ARTICLE VII - INCORPORATORS

The names and street address of the incorporator to these Articles of Incorporation is as follows:

Carl J. Mecke, Esquire
5740 Hollywood Boulevard
Suite 300
Hollywood, Florida 33021

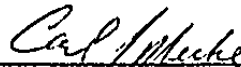
ARTICLE VIII - FISCAL YEAR

The Initial Fiscal Year shall end on December 31, 1996 and thereafter each fiscal year shall include the period of January 1 through and including December 31 of the calendar year.

ARTICLE IX - ISSUANCE OF ADDITIONAL SHARES

The Board of Directors shall have the right to increase the number of shares of common stock from time to time by unanimous agreement of the board.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 8th day of February, 1996.



CARL J. MECKE, Esquire

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

before me, a Notary Public of the State of Florida, authorized to take acknowledgements in the State and County set forth above, personally appeared Carl J. Mecke, Esq., and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me under oath that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this the 8th day of February, 1996.

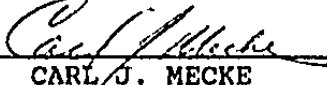


STEVEN GOERKE
My Commission CC323492
Expires Oct. 14, 1997
Bonded by HAI
800-422-1855

NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Carl J. Mecke, a resident of the State of Florida, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 of the Florida Statutes.


CARL J. MECKE

STATE OF FLORIDA)
) SS
COUNTY OF HENRY)

before me, a Notary Public of the State of Florida, authorized to take acknowledgements in the State and County set forth above, personally appeared Carl J. Mecke, known to be the person who executed the foregoing Acceptance of Registered Agent, and who acknowledged before me under oath that he executed the aforesaid acceptance.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this the 8th day of February, 1996.



STEVEN GOERKE
My Commission CC323492
Expires Oct. 14, 1997
Bonded by HAI
800-422-1855


NOTARY PUBLIC