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LAW OFFICES OF  
**BROWN & KIEFER**  
*a partnership of Professional Associations*

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April 3, 1996

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: Articles of Incorporation for  
RAY'S POOL SERVICE, INC. and RHINO LININGS  
OF OKALOOSA COUNTY, INC.

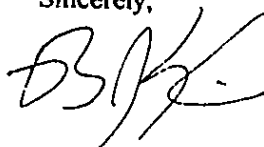
600001753626  
-04/04/96--01004--016  
\*\*\*\*140.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for RAY'S POOL SERVICE, INC. and RHINO LININGS OF OKALOOSA COUNTY, INC., together with a check in the amount of \$140.00 for filing of the above-stated articles.

Please return the copies of the filed Articles of Incorporation to the address noted above. Thank you for your assistance in this matter and should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,



Bryan J. Kiefer

encl.

RECEIVED  
FBI  
APR 4 1996  
TALLAHASSEE, FLORIDA

SM APR 10 1996

ARTICLES OF INCORPORATION  
FOR  
RAY'S POOL SERVICE, INC.

1977 11 11  
RECORDED 11/11/77  
CLERK OF CIRCUIT COURT  
MIAMI, FLORIDA

Article I.

Corporate Name

The name of this corporation is RAY'S POOL SERVICE, INC.

Article II.

Nature of Business and Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article III.

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of One Dollar (\$1.00) per share.

Article IV.

Term of Existence

This Corporation shall have perpetual existence commencing upon filing of these Articles of Incorporation.

Article V.

Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of

fractional shares) at the price at which it is offered to others.

**Article VI.**

**Registered Agent and Initial Registered and Principal Office**

The Registered Agent and the street address of the Initial Registered and Principal Office of this Corporation in the State of Florida shall be:

Virgil Ray Posey	165 Whippoorwill Place DeFuniak Springs, FL 32433
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The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**Article VII.**

**Board of Directors**

This Corporation shall have two (2) directors 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 Director**

The name of the initial directors of this Corporation and their addresses are:

Virgil Ray Posey	165 Whippoorwill Place DeFuniak Springs, FL 32433
Diane Posey	165 Whippoorwill Place DeFuniak Springs, FL 32433

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**Article IX.**

**Incorporator**

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

Virgil Ray Posey                      165 Whipporwill Place  
DeFuniak Springs, FL 32433

**Article X.**

**Cumulative Voting**

Each Shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the Shareholder multiplied by the number of Directors that the Shareholder may elect. The Shareholder may cast all such votes for a single candidate or may distribute them among some or all of the candidates. The exercise of this right shall be termed cumulative voting.

**Article XI.**

**Amendment**

These Articles of Incorporation may be amended in the following 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent, has executed the foregoing Articles of Incorporation on the 1st day of April, 1996.

Virgil Ray Posey  
Virgil Ray Posey

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this 1st day of April, 1996, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared VIRGIL RAY POSEY, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his/her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

IS To me personally known

Identified by Driver's License Number \_\_\_\_\_  
issued by the State of \_\_\_\_\_.

Bryan J. Kiefer  
Notary Public  
Typed Name: Bryan J. Kiefer  
My Commission Expires:

Commission No.:



BRYAN J KIEFER  
My Commission CC336018  
Expires Dec. 13, 1997  
Bonded by HAI  
800-422-1555

I, VIRGIL RAY POSEY, am hereby familiar with and accept the duties and responsibilities as Registered Agent for RAY'S POOL SERVICE, INC.

Virgil Ray Posey  
VIRGIL RAY POSEY  
Registered Agent