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THE LAW OFFICES OF
LOBECK & HANSON
PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS
PERSONAL INJURY
FAMILY LAW
CRIMINAL DEFENSE
CIVIL LITIGATION

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April 9, 1996

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

Re: Articles of Incorporation

TO WHOM IT MAY CONCERN:

Enclosed please find the original Articles of Incorporation of Dolphin Pool & Spa Service, Inc. for filing with the Secretary of State.

Also enclosed herewith is a check in the amount of \$70.00 to cover the costs associated with this request. Please confirm the filing of the enclosed Articles and provide to this office a copy of the same.

Thank you for your attention to this matter.

Very truly yours,

Mark A. Hanson

Mark A. Hanson, Esquire

MAH/paa
Enclosures

APR 16 1996

BSB

FILED
96 APR 12 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DOLPHIN POOL & SPA SERVICE, INC.

FILED
96 APR 12 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name and principal place of business and mailing address of the corporation is:

DOLPHIN POOL & SPA SERVICE, INC.
4727 HOLLINGSWORTH AVENUE
SARASOTA, FLORIDA 34233.

ARTICLE II

The corporate purposes are:

(a) To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, including, but not limited to the business of pool and spa sales and service and any activities in any way related thereto.

(b) To have, in furtherance of the corporate purposes, all of the powers conferred upon the corporations organized in the State of Florida, subject to any limitations thereof contained in these Articles of Incorporation, in Chapter 607 of the Florida Statutes, or any laws of the State of Florida, and to conduct any lawful business or enterprise including, but not limited to pool and spa sales and service.

ARTICLE III

The Corporation shall have power:

(a) To have perpetual succession by its corporation name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations, of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any

of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this State, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business including, but not limited to pool and spa sales and service.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of a corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV

The amount of capital stock authorized and the maximum number of shares of par value common stock, of no par value stock, and preferred stock of every kind, class or series of each with their distinguishing characteristics and the par value of all shares having par value are as follows:

The total authorized capital stock of this corporation is one hundred (100) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share. There shall be only one class of stock.

ARTICLE V

The amount of capital with which this corporation will commence business is one hundred (100) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE VI

This corporation is to exist perpetually.

ARTICLE VII

The street address of the initial registered office and the name of its initial registered agent at such office is as follows:

Jennifer Denmire
4727 Hollingsworth Avenue
Sarasota, Florida 34233

ARTICLE VIII

This Corporation shall have one (1) Director initially, Jennifer Denmire. The number of Directors may be modified from time to time by Bylaws adopted by the Shareholders.

ARTICLE IX

The name and street address of the first Board of Directors is as follows:

Jennifer Denmire
4727 Hollingsworth Avenue
Sarasota, FL 34233

ARTICLE X

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

Jennifer Denmire
4727 Hollingsworth Avenue
Sarasota, FL 34233

ARTICLE XI

No other contract or other transaction of this corporation with any person, firm or corporation or no contract or other transaction in which this corporation is interested shall be invalidated or affected by (a) the fact that one or more of the Directors of this Corporation is interested in or is a director or officer of another corporation, or (b) the fact that any Director, individually or jointly with others may be appointed to or may be interested in the contract or transaction; and each person who becomes a Director of this corporation is hereby relieved of any liability that may otherwise arise by reason of his contracting with this corporation of the benefit of himself or any firm or corporation in which he may be interested.

ARTICLE XII

These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to the

Shareholders and approved at a Shareholders meeting by a majority of the Shares entitled to vote thereon.

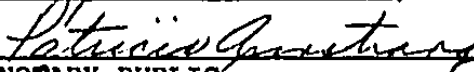
The undersigned Incorporator has executed these Articles this 7th day of April, 1996.


JENNIFER DENMIRE

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to administer oaths, personally appeared JENNIFER DENMIRE, to me known to be the persons described as Incorporator in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they subscribed to these Articles of Incorporation for the uses and purposes expressed therein.

WITNESS my hand and official seal in the State and County named above this 7th day of April, 1996.


NOTARY PUBLIC
PATRICIA ARMSTRONG
Printed Name of Notary

My Commission Expires:



Having been named Registered Agent to accept service of process for the above stated corporation at registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.


JENNIFER DENMIRE, Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing acceptance was subscribed and acknowledged before me by JENNIFER DENMIRE, as Registered Agent, who is personally known to me, and who acknowledged to and before me that he executed the same freely and voluntarily for the purposes therein expressed, this 9th day of April, 1996.

Patricia Armstrong
NOTARY PUBLIC
PATRICIA ARMSTRONG
Printed Name of Notary

My Commission Expires:

