

96000037809

ROGER E. CRAIG & ASSOCIATES  
ATTORNEY AT LAW

1250 TAMiami TRAIL NORTH  
SUITE 211

NAPLES, FLORIDA 34104-40

TELEPHONE (813) 404-5454

TELEFAX (813) 404-8425

ROGER E. CRAIG\*

WILLIAM DUTCH\*\*  
OF COUNSEL

\*ALSO ADMITTED IN MICH.  
\*\*ADMITTED IN MICH. ONLY

March 28, 1996

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

500001767885  
-04/03/96--01040--010  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation of Precision Home Maintenance,  
Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of  
Incorporation for the above company. Please file the original and  
return to us one certified copy.

We are enclosing our check in the amount of \$122.50, covering:

\$35.00--Registered Agent  
35.00--Filing fee  
52.50--Certified Copy

\$122.50

Sincerely,

Roger E. Craig

REC:rl

Encl.

4-9-96  
TB



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 9, 1996

ROGER E. CRAIG & ASSOCIATES  
1250 TAMiami TRAIL NO STE 211  
NAPLES, FL 33940

SUBJECT: PRECISION HOME MAINTENANCE, INC.  
Ref. Number: W96000007624

We have received your document for PRECISION HOME MAINTENANCE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 896A00016173

ARTICLES OF INCORPORATION  
OF  
PRECISION HOME MAINTENANCE, INC.

FILED  
MAY -2 1964  
TALLAHASSEE, FLORIDA

ARTICLE I-NAME AND PRINCIPAL AND  
CORPORATE OFFICE

The name of this corporation is PRECISION HOME MAINTENANCE,  
INC., 2668 Davis Boulevard, Naples, Florida 33942.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing  
on the date of this filing of these Articles with the Department of  
State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of  
transacting any or all lawful business for which corporations may be  
incorporated under Chapter 607, Florida Statutes, as now exists or  
may after be amended.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue one million shares  
of One Dollar (\$1.00) par value common stock which shall be  
designated as "Common Shares."

ARTICLE V-PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock  
of this corporation, shall have the right to purchase his pro-rata

share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1250 North Tamiami Trail, Suite 211, Naples, Florida 33940, and the name of the initial registered agent of this corporation at that address is Roger E. Craig.

#### ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Wesley Matthews, President  
136 Baltusrol  
Naples, Florida 33962

John W. Miller, Vice President  
194 Westwood Drive  
Naples, Florida 33942

Barbara Barbara, Secretary  
122 Jeepers  
Naples, Florida 33962

#### ARTICLE VIII-INCORPORATORS

The name and address of the Incorporator signing these articles is: Wesley W. Matthews, 136 Baltusrol, Naples, Florida 33962.

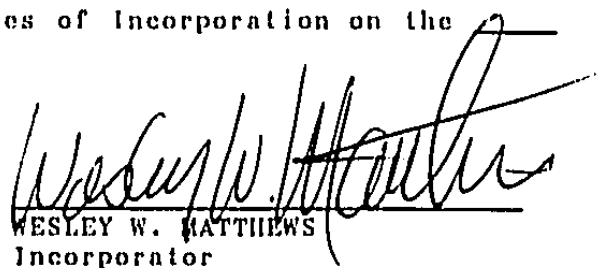
ARTICLE 1X-INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Original Incorporator has executed these Amended Articles of Incorporation on the day of March, 1996.

  
WESLEY W. MATTHEWS  
Incorporator

STATE OF FLORIDA     )  
                              )ss.  
COUNTY OF COLLIER    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Wesley W. Matthews, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the  
State and County above, this 29<sup>th</sup> day of March, 1996.

Renee Linson

NOTARY PUBLIC, State of Florida  
at Large

My commission expires:



"OFFICIAL SEAL  
Renee Linson  
My Commission Expires 8/31/96  
"inn #CC 39860"

FILED  
95 MAY -2 AM 9:24  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Precision Home Maintenance, Inc.

2. The name and address of the registered agent and office is:

Roger E. Craig  
1250 North Tamiami Trail  
Suite 211  
Naples, Florida 33940

SIGNATURE

  
(Corporate Officer)

TITLE VICE PRESIDENT

DATE MAR 27 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

  
(Registered Agent)

DATE MAR 27, 1996

P96000037809

ROGER E. CRAIG & ASSOCIATES  
ATTORNEY AT LAW

1250 TAMIANI TRAIL NORTH  
SUITE 211

NAPLES, FLORIDA 33940

TELEPHONE (941) 434-5454

TELEFAX (941) 434-8425

ROGER E. CRAIG\*

WILLIAM DENTRICH\*\*  
OF COUNSEL

\*ALSO ADMITTED IN MICH.  
\*\*ADMITTED IN MICH. ONLY

September 23, 1996

400001960524

-10/01/96--01047--013

\*\*\*\*\*87.50 \*\*\*\*\*87.50

State of Florida  
Department of State  
Corporation Division  
Post Office Box 6327  
Tallahassee, Florida 32314

400001960524

-10/01/96--01047--013

\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Articles of Amendment to Articles of Precision Home  
Maintenance, Inc., changing the corporate name to Miller-  
Matthews Custom Pools, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of Amendment to the  
Articles of Incorporation for the above company changing its name  
to Miller-Matthews Custom Pools, Inc. Please file the original and  
return to us one certified copy.

We are enclosing our check in the amount of \$87.50, covering:

\$35.00--Filing fee  
52.50--Certified copy  
-----  
\$87.50

Please return the Certified Copy in the enclosed, stamped and  
self-addressed envelope.

Thank you.

Sincerely,

Roger E. Craig

REC:mmm

Enclosure

FILED  
96 OCT 21 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 10/22





**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morthum**  
**Secretary of State**

October 2, 1996

Roger E. Craig & Associates  
1250 Tamiami Trail North  
Suite 211  
Naples, FL 33940

**SUBJECT: PRECISION HOME MAINTENANCE, INC.**  
**Ref. Number: P96000037809**

We have received your document for PRECISION HOME MAINTENANCE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please substitute the word "members" with "shareholders" in the section labeled "Fourth" in the amendment.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 896A00045158

**ROGER E. CRAIG & ASSOCIATES**

ATTORNEY AT LAW

1250 TAMiami TRAIL NORTH  
SUITE 211

NAPLES, FLORIDA 33940

TELEPHONE (941) 494-5454

TELEFAX (941) 494-8425

ROGER E. CRAIG\*

WILLIAM DIERICH\*\*  
OF COUNSEL

\*ALSO ADMITTED IN MICH.  
\*\*ADMITTED IN MICH. ONLY

October 10, 1996

State of Florida  
Department of State  
Corporation Division  
Post Office Box 6327  
Tallahassee, Florida 32314

Attn: Steven Harris

Re: PRECISION HOME MAINTENANCE, INC.  
Ref. Number: P96000037809

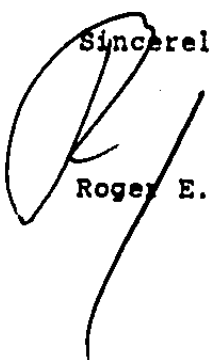
Dear Mr. Harris:

Enclosed are an original and one copy of the corrected Articles of Amendment to Articles of Precision Home Maintenance, Inc.

Please return the Certified Copy in the enclosed, stamped, self-addressed envelope.

Thank you for your attention to this matter.

Sincerely

  
Roger E. Craig

REC:mm

Enclosures



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 16, 1996

Roger E. Craig & Associates  
1250 Tamiami Trail North  
Suite 211  
Naples, FL 33940

**SUBJECT: PRECISION HOME MAINTENANCE, INC.**  
Ref. Number: P96000037809

We have received your document for PRECISION HOME MAINTENANCE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Please substitute the word "members" with "shareholders" in the section labeled Fourth in the amendment.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 396A00047240

**ROGER E. CRAIG & ASSOCIATES**

ATTORNEY AT LAW

1250 TAMiami TRAIL NORTH  
SUITE 201

NAPLES, FLORIDA 34102

TELEPHONE (041) 434-5454

TELEFAX (041) 434-8425

ROGER E. CRAIG\*

WILLIAM DUTRICH\*\*  
OF COUNSEL

\*ALSO ADMITTED IN MICH.  
\*\*ADMITTED IN MICH. ONLY

October 18, 1996

State of Florida  
Department of State  
Corporation Division  
Post Office Box 6327  
Tallahassee, Florida 32314

Attn: Stevon Harris

Re: PRECISION HOME MAINTENANCE, INC.  
Ref. Number: P96000037809

Dear Mr. Harris:

Enclosed are an original and one copy of the corrected Articles of Amendment to Articles of Precision Home Maintenance, Inc.

Please return the Certified Copy in the enclosed, stamped, self-addressed envelope.

Thank you for your attention to this matter.

Sincerely

Roger E. Craig

REC:mmm

Enclosures

ARTICLES OF AMENDMENT TO  
ARTICLES OF PRECISION HOME  
MAINTENANCE, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed May 2, 1996, #P96000037809,

FIRST: The name of the corporation is Precision Home Maintenance, Inc.

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation:

Change of Name:

From: Precision Home Maintenance, Inc.

To: Miller-Matthews Custom Pools, Inc.

THIRD: The amendment was adopted by the Board of Directors on the 19th day of September, 1996.

FOURTH: The amendment was approved by a majority of the shareholders of the corporation on the 19th day of September, 1996, and, under the By Laws of the corporation a majority vote was sufficient for approval.

DATED: September 20, 1996

MILLER-MATTHEWS CUSTOM POOLS, INC.

By: \_\_\_\_\_

President John W. Miller

Attest: \_\_\_\_\_

Secretary Barbara Barbera

FILED  
96 OCT 21 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA