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May 9, 1996

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

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*****70.00 *****70.00

RE: CORNERSTONE POOLS OF VERO BEACH, INC.

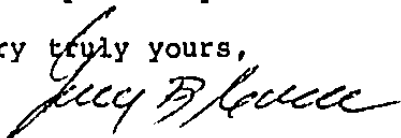
Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for the captioned corporation. A check in the amount of \$70.00 for filing fee is also enclosed.

Please approve and file the original and return a copy to this office.

Thank you for your assistance in this matter.

Very truly yours,



Gary B. Sack

/gs

Encl.

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96 MAY 17 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 MAY 17 AM 10:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CORNERSTONE POOLS OF VERO BEACH, INC.

THE UNDERSIGNED Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Cornerstone Pools Of Vero Beach, Inc .

ARTICLE II

PERMITTED BUSINESSES & ACTIVITIES

The general nature of the business to be transacted by this Corporation is to engage in every aspect and phase of the business of swimming pool construction, and to engage in every aspect and phase of related business.

This Corporation may engage in every phase of any and all activities and businesses permitted by the laws of the United States and the State of Florida or any other State, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

A. Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this State and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

B. Purchase the corporate assets of any other corporation and engage in the same character of business.

C. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

D. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

E. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this State or any other State or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this Corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

G. Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

H. Make gifts for educational, scientific or charitable purposes.

I. Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

J. Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the provisions of subsection K hereof.

K. Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the Corporation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7500 shares of

common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

A holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for (i) any of the Corporation's authorized but unissued stock of any class, (ii) any of the Corporation's treasury stock, (iii) any additional stock of any existing or newly created class resulting from an increase in the Corporation's authorized capital stock or (iv) any bonds, certificates of indebtedness, debentures or other securities issued by the corporation which are convertible into any class of stock of this corporation, prior to purchase by any new purchaser, if such stockholder's percentage of ownership of stock in the corporation.

ARTICLE IV

TERM OF EXISTENCE

This Corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE V

INITIAL PRINCIPAL OFFICE AND RESIDENT AGENT

The street address of the initial principal office of this corporation is 2550 Palm Bay Road Northeast, Suite 214, Palm Bay, Florida 32905 .

The name and address of the initial registered agent of this corporation is: Gary B. Sack, Esq., 1900 Palm Bay Road Northeast, Suite G, Palm Bay, Florida 32905.

ARTICLE VI

DIRECTORS

This corporation shall have two (2) Director(s). The number of directors may either be increased or diminished from time to time, as provided by the By-Laws.

ARTICLE VII

DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or in which one or more of its directors are interested, and to exercise such powers of the corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the Shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are stockholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest

shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be invalid under the common or statutory law applicable thereto.

ARTICLE VIII

ORIGINAL DIRECTORS

The name and address of the first Board of Directors of this Corporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Nancy Ann Catalano | 2550 Palm Bay Rd., Ste. 214, Palm Bay, FL |
| Margaret L. Dixon | 1444 Victoria Blvd., Rockledge, FL |

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE IX

INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation is:

| | |
|--------------------|---|
| Nancy Ann Catalano | 2550 Palm Bay Rd.; Ste. 214, Palm Bay, FL |
| Margaret L. Dixon | 1444 Victoria Blvd., Rockledge, FL |

The incorporator of these Articles of Incorporation hereby

assigns to this corporation any and all of his rights under Section 607.161, Florida Statutes, to constitute a corporation.

ARTICLE X

OFFICERS

The officers of the corporation shall initially consist of a President and Secretary and such others as may be deemed appropriate may be provided for in the By-Laws.

The names of the person who are to initially serve as such officers are:

| <u>OFFICE</u> | <u>NAME</u> |
|---------------|--------------------|
| PRESIDENT | Margaret L. Dixon |
| SECRETARY | Nancy Ann Catalano |

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

ARTICLE XI

RESTRICTIONS ON TRANSFER OF STOCK

The shares of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their names:

| <u>NAME</u> | <u>SHARES</u> |
|--------------------|---------------|
| Nancy Ann Catalano | 3,750 |
| Margaret L. Dixon | 3,750 |

Shareholders shall not divest themselves of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of the offer to sell, to either reject or purchase the shares offered for sale. The terms, agreements, and conditions for offering and/or acceptance for the sale of such shares among and between the shareholders shall be more specifically defined in the By-Laws of the corporation.

ARTICLE XII

AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

ARTICLE XIII

ACTION OF SHAREHOLDERS WITHOUT MEETING

No action of the shareholders may be taken without a meeting unless a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders of the corporation and filed with the secretary of the corporation as part of the corporate records. It is not necessary that all shareholders sign the same document.

ARTICLE XIV

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other

property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE XV

MANAGEMENT OF THE CORPORATION BY THE BOARD OF DIRECTORS

All management powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the Board of Directors of this corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed the Articles of Incorporation this ²⁰th day of December, 1995.

Nancy Ann Catalano
Margaret R. Quinn

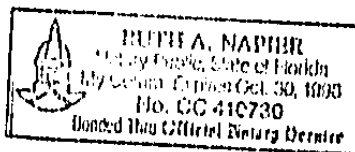
STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing Articles of Incorporation were acknowledged before me this 19th day of December, 1995, by Nancy Ann Catalano and Margaret L. Dixon, who are personally known to me or who produced Y.L. Oliver & Son as identification and who did take an oath.

Ruth A. Napier
NOTARY PUBLIC

Ruth A. Napier
Printed Name of Notary

Commission Expires: 10/30/98



AFFIDAVIT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in Article VI of these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

James B. Oliver

Date: 12/20/95

FILED
96 MAY 17 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA