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WAYNE D. CLANCE

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May 22, 1996

Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, Florida 32301

500001839255
-05/24/96--01106--003
***122.50 ***122.50

RE: New Corporation

To Whom it may Concern,

Thank you so much for helping me obtain an immediate Charter number for this corporation.

Enclosed is:

- A. Charter
- B. Check in the amount of \$122.50 for filing

Sincerely,


Wayne D. Clance

Enclosure (s)

FILED
96 MAY 24 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5.31.96
KRC

ARTICLES OF INCORPORATION
OF
SWINCRAFT POOL CARE, INC.

I, the undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

SWINCRAFT POOL CARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

Purpose

The corporation shall be entitled to engage in any business activity authorized by the laws of Florida.

ARTICLE III

Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV

Capital

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) dollars.

ARTICLE V

Existence

This corporation shall have perpetual existence.

ARTICLE VI

Office

The principle office of the corporation shall be:

1992 Kingsley Ave.

Orange Park, Florida 32073

ARTICLE VII

Directors

The number of directors of this corporation shall be as provided in the By-Laws, but shall not be less than 1 in number.

ARTICLE VIII

Initial Directors

The names and addresses of the first Directors of this corporation who, subject to the provisions of the By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation existence is:

Mark Anthony Knott
596 Aberdern Court

Orange Park, Florida 32073

Joe M. Holder
1745 Howard Court
Orange Park, Florida 32073

ARTICLE IX

Subscribers

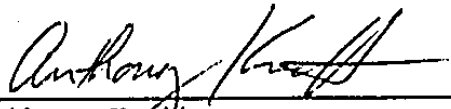
The name and address of the subscriber of these Articles and the number of shares he agrees to take is as follows:

Mark Anthony Knott
596 Aberdern Court
Orange Park, Florida 32073
1 Shares

ARTICLE X

Resident Agent

The corporation hereby appoints Mark Anthony Knott, 596 Aberdern Court, Orange Park, Florida, 32073 as resident agent of the corporation. Said agent's acceptance of appointment is represented by his signature attached hereto.



Anthony Knott

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TALLAHASSEE, FLORIDA

ARTICLE XI

Amendment

These articles may be amended in the manner provided by law.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capitol stock herainbefore named, have hereunto set my hand and seal, this 22nd day of May, 1996, for the purpose of forming this corporation to do business both within and without the State of Florida, and in accordance with the laws of the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

Anthony Knott (SEAL)

State of Florida

County of Duval

Before me personally appeared Anthony Knott known to me to be the person described herein who acknowledged that he executed the foregoing for the purposes therein described on this 22nd day of May, 1996.

Wayne D. Clance
Notary Public
State of Florida at Large

My Commission Expires:



WAYNE D CLANCE
My Commission C3547495
Expires Apr. 14, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA