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LAW OFFICES OF
Manzo & Associates, P.A.

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SUITE 5
TITUSVILLE, FLORIDA 32780
(407) 268-0220

ONE HARBOR PLACE
1901 S. HARBOR CITY BLVD., SUITE 600
MELBOURNE, FLORIDA 32901
(407) 729-0220

RICHARD A. MANZO
BOARD CERTIFIED CRIMINAL TRIAL
BOARD CERTIFIED CIVIL TRIAL
ALSO MEMBER OF TEXAS BAR
THOMAS A. NANNA

GARY HAYDON
INVESTIGATIVE ASSISTANT
GAIL H. MORREY
ARLENE HOFFMAN
DONNA LUCAS
LEGAL ASSISTANTS

May 24, 1996

PLEASE REPLY TO:
P.O. BOX 599
TITUSVILLE, FL 32781
FAX: 268-5440

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

REGARDING: FILING OF NEW CORPORATION
CHAPMAN POOLS LTD., INC.

100001841711
-05/29/96--01008--004
*****70.00 *****70.00

Dear Sirs:

Enclosed please find the following with regard to filing the above-referenced corporation:

1. Original and one copy of Articles of Incorporation;
2. Our trust account check in the amount of \$70.00, made payable to your order representing the following costs:

Charter tax
Filing Fee
Registered Agent Fee

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

I remain,

Very truly yours,

RICHARD A. MANZO

RAM/gm

Enclosures

Dmc 6/4/96 (gail)

*called 6.4.96 gave
auth to correct article
VI,*

FILED
96 MAY 28 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CHAPMAN POOLS LTD., INC.

FILED

96 MAY 28 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms this Corporation under the Laws of the State of Florida.

ARTICLE I. NAME: The name of the corporation shall be:

CHAPMAN POOLS LTD., INC.

ARTICLE II. NATURE OF BUSINESS: The general nature of the business or businesses of the Corporation and the objects and purposes proposed to be transacted, promoted or carried on by it, are as follows:

a. To buy, sell or otherwise acquire, handle, lease and dispose of real and personal property or any interest therein; to lay off, plat or subdivide lands into lots or blocks, and to dedicate parks, street, highways and alleyways thereon.

b. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

c. To buy, sell, manufacture, repair, alter, exchange, let or hire, export and deal in articles and things which may be required for the purpose of any business or commonly supplied or dealt in by persons engaged in such business, or which may seem capable of being profitably dealt with in connection with any of the Corporation's businesses.

d. To guarantee, or to acquire by purchase, subscription or otherwise, or hold for investment or otherwise, sell, assign, or transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, securities or evidences of indebtedness created by any other corporation or any state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever, any corporation whose stocks, bonds, securities, or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities, or other obligations; and to do all and any such acts of things designed to accomplish any such purpose.

e. To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

f. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

g. To borrow money and contract for debts when necessary for the transaction of its business or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, secured or unsecured, from time to time, for moneys borrowed, or in payment for property acquired, or for any of the other objects or purposes of the Corporation or for any of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien upon any or all of the property, rights, franchises or privileges of the Corporation, wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds or other evidences of indebtedness the right to convert the principle thereof into any preferred common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any and all debentures or other bonds, notes and other obligations in such a manner and upon such terms as the Board of Directors may deem judicious, subject, however to the provisions of Article IX hereof.

h. To have and maintain one or more offices for the conduct of its business within and without the State of Florida without restriction as to place or amount.

i. In addition to the foregoing, the Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III. CAPITAL STOCK: The maximum number of shares of stock the Corporation is authorized to have outstanding any one time is 1000 shares of common stock, par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE: The Corporation is to exist perpetually.

ARTICLE V. INITIAL OFFICE: The initial Corporate office shall be located at: 2875 Kirby Avenue NE, Palm Bay, FL 32905.

ARTICLE VI. INITIAL REGISTERED AGENT: The name and address of the initial registered agent is: Richard A. Manzo, 2395 S. Washington Avenue, Suite 5, Titusville, Florida 32780.

ARTICLE VII. DIRECTORS: The initial Board of Directors shall consist of three (3) members and the name and address of each member is:

Gus Simos, 2875 Kirby Avenue NE, Palm Bay, FL 32905
Don Bonesteel, 2875 Kirby Avenue NE, Palm Bay, FL 32905
Robert Wilson, 2875 Kirby Avenue NE, Palm Bay, FL 32905.

ARTICLE VIII. OFFICERS: The name, address and title of each initial officer of the Corporation until the first meeting of the Board of Directors is:

President: Gus Simos, 2875 Kirby Avenue NE, Palm Bay, FL 32905;

Vice President: Robert Wilson, 2875 Kirby Avenue NE, Palm Bay, FL 32905;

Secretary: Don Bonesteel, 2875 Kirby Avenue NE, Palm Bay, FL 32905;

Treasurer: Robert Wilson, 2875 Kirby Avenue NE, Palm Bay, FL 32905;

ARTICLE IX: REGULATION OF BUSINESS AFFAIRS: The following additional provisions for the regulation of the Corporation's business affairs are hereby adopted as a part of these Articles of Incorporation:

a. The Board of Directors from time to time shall determine whether and to what extent, and at which time and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them shall be open to inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by statute or authorized by the Board of Directors, or by resolution of the stockholders.

b. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

c. The Directors may prescribe a method or methods for replacement of lost stock certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefore.

d. The original incorporators of the Corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article X hereof to any

other person, or to the firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

e. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any of the Directors of the Corporation are interested in, or are a Director or Officer of such other corporation, and any Director, individually, or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from any association or corporation in which that Director may be anyway interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any other entity without regard to the fact that said Director is also a director of or partner in such entity.

f. Unless otherwise determined by the Board of Directors, any holder of stock of the Corporation shall be entitled as a matter of right, to purchase or subscribe for any stock of any class which the Corporation may issue or sell whether or not exchangeable for any stock of the Corporation acquired by it after the issue thereof and whether issued for cash, labor done, personal property or real property, leases thereof or any other valuable consideration.

ARTICLE X. RESTRICTION ON TRANSFER OF SHARES: Any shareholder desiring to transfer stock shall do so only in accordance with the terms of the by-laws or by separate agreement of the stockholders, which agreement, if any, shall be noted on the face of each certificate of stock issued by the Corporation.

ARTICLE XI. SUBSCRIBER: The name and address of the subscriber to these Articles of Incorporation is: Gus Simes, 43 S. Magnolia Dr., Ormond Beach, Florida 32174.

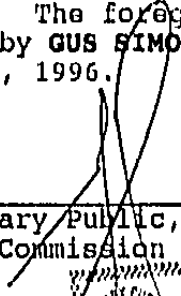
IN WITNESS WHEREOF, the undersigned does this day set his hand and seal.

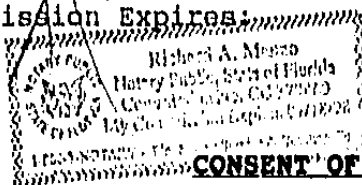


GUS SIMOS

STATE OF FLORIDA
COUNTY OF BREVARD

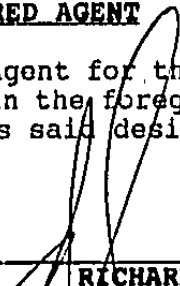
The foregoing instrument was sworn to and subscribed before me by GUS SIMOS who is personally known by me on this 2nd day of May, 1996.

Notary Public, State of Florida
My Commission Expires: 



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the Corporation at the Registered Office and designated in the foregoing Articles of Incorporation, the undersigned accepts said designation.



RICHARD A. MANZO