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May 24, 1996

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

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-05/29/96--01005 --020
****122.50 ****122.50

Re: Bennett Swim Consultants, Inc.

EFFECTIVE DATE
5-24-96

Dear Sir:

Enclosed please find the Articles of Incorporation and one copy for Bennett Swim Consultants, Inc. for filing, along with our check in the amount of \$122.50 representing the filing fee. Please provide us with a certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,

D. Peck

Daniel D. Peck

DDP/js

Enc.

cc: Mr. Robert Bennett

FILED
96 MAY 28 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUN 4 1996

EFFECTIVE DATE
5-20-96

FILED
96 MAY 20 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BENNETT SWIM CONSULTANTS, INC.

ARTICLE I

NAME AND ADDRESS

The name of this corporation is BENNETT SWIM CONSULTANTS, INC. and its principal address is: 7065 Dennis Circle, #103, Naples, Florida 33942.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage as a sales representative for swimming pool and spa UV disinfection and for other non-competing products, and for all other purposes allowed a Florida corporation.

ARTICLE IV

CAPTIAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7065 Dennis Circle, #103, Naples, Florida 33942, and the name of the initial registered agent of this corporation at that address is Robert C. Bennett.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is: Robert C. Bennett, 7065 Dennis Circle, #103, Naples, Florida 33942.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is: Robert C. Bennett, 7065 Dennis Circle, #103, Naples, Florida 33942.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

SHAREHOLDER QUORUM

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action

taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

PREEMPTIVE RIGHTS

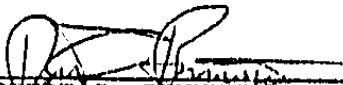
Every shareholder upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, shall have the preemptive right to purchase his pro rata share of additional stock as the number of shares he owns at the time of issue bears to the total number of previously issued shares outstanding (as nearly as may be done without issuance of fractional shares) at the price and terms at which new stock is issued to others. This right is waived by written waiver or by the failure of the shareholder to exercise and pay for his preemptive share right within thirty days of notification of the right.

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 24th day of May, 1996.

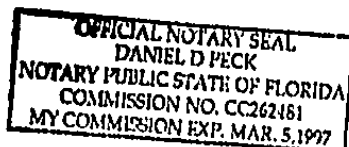


ROBERT C. BENNETT L.S.
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above appeared ROBERT C. BENNETT, personally known to me to be the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24 day of May, 1996.



Daniel D. Peck
Notary Public
Dan. D. Peck
(Printed Name of Notary)
My Commission Expires:

I, ROBERT C. BENNETT, agree to serve as resident agent and accept service for BENNETT SWIM CONSULTANTS, INC. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 24th day of May, 1996.



ROBERT C. BENNETT

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FILED
96 MAY 28 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA