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Thomas C. Ranew, Jr.

June 5, 1996

FILE #
96-097

Office of Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400001853894
-06/06/96--01086--018
*****70.00 *****70.00

Re: DUNNELLON POOL 'N SPA, INC.

Dear Ladies:

Enclosed please find original and copy of the Articles of Incorporation for the above captioned, together with our check in the amount of \$70.00 representing filing fees, initial charter tax, and designation of registered agent.

Please forward a copy of the Articles of Incorporation to me at the above post office address.

Thank you for your attention to this matter.

Very truly yours,
Thomas C. Ranew, Jr.
Thomas C. Ranew, Jr.
For the Firm

FILED
95 JUN -6 PM 9:25
TALLAHASSEE, FLORIDA
STATE

TCRjr/mb

Enclosures

JUN 10 1996 BSB

**ARTICLES OF INCORPORATION
OF
DUNNELLOON POOL 'N SPA, INC.**

95 JUN -6 AM 9:25
STATE OF FLORIDA

ARTICLE I - Name

The name of this corporation is **DUNNELLOON POOL 'N SPA, INC.**

ARTICLE II - Duration

The period of its duration is perpetual.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business and activities permitted under the laws of the United States and Florida.

ARTICLE IV - Capital Stock and Voting Rights

The aggregate number of shares which this corporation shall have authority to issue and have outstanding at any time shall be 7,500 shares of common stock of par value of \$1.00 per share.

**ARTICLE V - Initial Registered Office
Principal Office and Mailing Address**

The street address of the initial registered office, the principal office and mailing address of the corporation is 11223-B Williams Street, Dunnellon, Florida 34432.

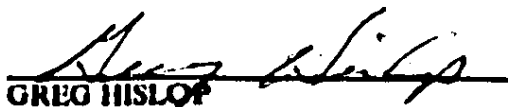
**ARTICLE VI - Initial Registered Agent:
Designation and Acceptance**

The name of the initial registered agent of this corporation is **GREG HISLOP**, whose address is 11223-B Williams Street, Dunnellon, Florida 34432, who signed these

Articles of Incorporation to indicate his acceptance and agreement to act in this capacity as contemplated by Section 607.034, Florida Statutes.

ACCEPTANCE

I HEREBY accept the appointment as Registered Agent of DUNNELLON POOL 'N SPA, INC., and acknowledge that I am familiar with the duties of Registered Agent as set forth in Section 607.325, Florida Statutes.


GREG HISLOP

ARTICLE VII - Board of Directors

The corporation shall initially have two (2) Directors, who shall serve concurrent one-year terms. The number of Directors may be increased or decreased by amendment to the By-Laws of the corporation. The names and addresses of the initial Directors of this corporation are:

GREG HISLOP
11223-B Williams Street
Dunnellon, FL 34432

CYNTHIA HISLOP
11223-B Williams Street
Dunnellon, FL 34432

ARTICLE VIII - Amendment of Articles

These Articles of Incorporation shall only be amended by a majority vote of the shares carrying voting rights.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of April, 1996.

SUBSCRIBERS:

Greg Hislop
GREG HISLOP

Cynthia M. Hislop
CYNTHIA HISLOP

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 15th day of April, 1996, by GREG HISLOP and CYNTHIA HISLOP.

Michelle Bro
Signature of Notary Public
(Print, typed, or stamp Commissioned Name of
Notary Public)
My commission expires:



MICHELLE BROOKS
My Commission Expires
04/15/99
Standard by NNA
800-455-1000

Personally known / OR Produced Identification _____
Type of Identification Produced _____