

P960000 63661

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

F. CHESLER JUL 30 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/30/96	_____	_____
TIME	11:00	_____	CK No. _____
BY	CD	_____	_____

RE: Poolworks of
Tallahassee

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U S-
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, Copies
- Courier Service
- Shipping/Handling
- Phone ()
- Top Priority
- Express Mail Prep.
- FAX () pgs.

CC. FEE. \$
 DISBURSED
 JUL 30 1996
 70.00 70.00

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

POOLWORKS OF TALLAHASSEE INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3007 TALLAVANA TRAIL
HAVANA, FLORIDA
32333

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 SHARES AT \$1.00 PAR. VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MICHAEL MCKIM COPELAND
3007 TALLAVANNA TRAIL
HAVANA, FLORIDA
32333

TALLAHASSEE, FLORIDA

95 JUL 30 PM 1:42

FILED

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

MICHAEL MCKIM COPELAND
3007 TALLAVANA TRAIL
HAVANA, FL 32333

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

30 day of JULY, 19 96.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: POOLWORKS OF TALLAHASSEE INC.

2. The name and address of the registered agent and office is:

MICHAEL MCKIM COPELAND
(NAME)

3007 TALLAVANA TRAIL
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

HAVANA, FLORIDA 32333
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


(SIGNATURE)

7/27/96
(DATE)

FILED
JUL 30 PM 1:42
TALLAHASSEE, FLORIDA