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RAINBOW ACCOUNTING, INC.

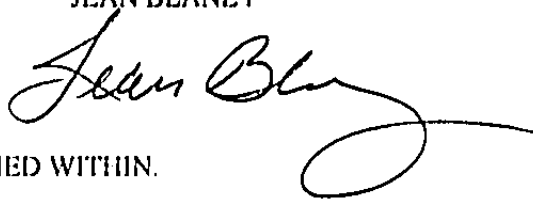
JEAN BLANEY
PRESIDENT
312 BAILEY LANE
SARASOTA, FL 34237

Telephone 941-052-1817
Fax 941-053-0501

SEPT 5, 1996

TO DEPT OF STATE,
PLEASE SEND COPY OF THESE CORPORATION PAPERS BACK TO OUR
OFFICE.

THANK YOU
JEAN BLANEY



FOR THIS CORPORATION NAMED WITHIN.
POOLS BY SHELDON, INC.

400001945544
-09/12/96--01032--019
*****70.00 *****70.00

24
9-13-96

FILED
95 SEP 11 11:00
04

CERTIFICATE OF INCORPORATION

POOLS BY SHELDON, INC.

We The Undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the Statutes of the State of Florida.

ARTICLE I

The Name of this corporation shall be:

POOLS BY SHELDON, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) SHARES OF COMMON STOCK. HAVING A PAR VALUE OF ONE (\$ 1.00) DOLLAR PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE THOUSAND (1000.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE I

The initial street address of the principal office of the corporation shall be.

4528 WEBBER STREET

SARASOTA, FL. 34232

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and street addresses of the first Board of Directors of this Corporation are as follows.

GARY L. SHELDON **4528 WEBBER STREET**
SARASOTA, FL. 34232

TARAN L. ANDREWS-SHELDON **4528 WEBBER STREET**
SARASOTA, FL. 34232

ARTICLE IX

The names and adress of the persons signing these Articles of Incorporation as subscriber is as follows.

GARY L. SHELDON **4528 WEBBER STREET**
SARASOTA, FL. 34232

TARAN L. ANDREWS-SHELDON **4528 WEBBER STREET**
SARASOTA, FL. 34232

ARTICLE X

The corporation existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, GARY L. SHELDON AND
TARAN L. ANDREWS-SHELDON

____, ALL being natural persons,
compent to contract, have hereto set their hands and seal or seals this

5TH DAY OF SEPTEMBER, 1996

Gary Lee Sheldon

Taran L. Andrews Sheldon

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

ON COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT POOLS BY SHELDON, INC. NAME OF CORPORATION
WITH ITS PLACE OF BUSINESS AT 4528 WEBBER STREET
SARASOTA, FL 34232

AS NAME GARY L. SHELDON
Name of Registered Agent

LOCATED AT 4528 WEBBER STREET, SARASOTA, FL 34232
(street address and number of building)
(post office box are not acceptable.)

CITY OF SARASOTA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Gary L. Sheldon*
(Corporation Officer)

TITLE
PRESIDENT _____

DATE **SEPT 5, 1996** _____

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THE CAPACITY, AND FURTHER AGREE TO
COMPLY

WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES
AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES,

SIGNATURE *Gary L. Sheldon*
(REGISTERED AGENT)