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SUITE 201

FRANK J. ROUSE
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BARTOW, FLORIDA 33830

AREA CODE 941
533-0547

November 14, 1996

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

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-11/20/96--D1081--014
****122.50 ****122.50

RE: Articles of Incorporation of Pool House, Inc.

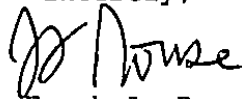
Dear Sir/Madam:

Please find enclosed Articles of Incorporation for Pool House, Inc. I have also enclosed my check in the amount of \$122.50 to cover the costs of filing same.

I would appreciate it if you would send me back a copy of the articles as well as the certificate.

Thank you for your attention with this matter and if you need anything further from me, please advise.

Sincerely,



Frank J. Rouse

FJR/lys
encs. as noted

NOV 25 1996

BSB

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96 NOV 20 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
POOL HOUSE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person competent to contract, do hereby form and become a corporation for profit under the laws of the State of Florida, and do hereby certify that I have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:
POOL HOUSE, INC.

ARTICLE II

This corporation shall engage in any activities or business which is permitted under the laws of the United States and the State of Florida and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III

The period of existence of this corporation shall be perpetual or until dissolved by law.

ARTICLE IV

The total authorized capital stock of this corporation shall be One Thousand (1,000) shares of common stock at Ten Dollars (\$10.00) par value. The stock shall be paid for in cash, property or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

The initial street address of the principal office of the corporation shall be 365 East Main Street, Bartow, Florida 33830, but it may establish branch offices in any other place and may change the place of the principal office as and when it is deemed

advisable by its Board of Directors. The initial registered agent shall be JOSEPH MATTHEW STINSON, 10474 St. Tropez, Tampa, Florida 33615.

ARTICLE VI

The number of directors comprising the Board of Directors of the corporation shall be not less than one (1), nor more than five (5). The number of directors comprising said Board may be changed from time to time by resolution of the Board of Directors.

ARTICLE VII

The name and street address of the members of the first Board of Directors of this corporation are as follows:

NAME	ADDRESS
JOSEPH MATTHEW STINSON	10474 St. Tropez, Tampa, Florida 33615

ARTICLE VIII

The officers of this corporation shall be a president, a secretary/treasurer.

ARTICLE IX

Subject to change at any time by the By-Laws of the corporation, the annual meeting of the Stockholders shall be held at the principal office of the corporation on March 15 of each year.

ARTICLE X

The name and place of the residences and address of each of the original subscribers to the capital stock of this corporation and incorporators, and the number of shares subscribed by each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
JOSEPH MATTHEW STINSON	10474 St. Tropez, Tampa, FL 33615	100	100

ARTICLE XI


These Articles of Incorporation may be changed as provided in this article. Every amendment shall be approved by the Board

of Directors, proposed by the Board of Directors to the stockholders and approved at any regular or special stockholders' meeting by a majority of the stockholders entitled to vote thereon. These Articles of Incorporation may also be amended by all the stockholders and all the directors executing a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XII

Upon the filing of these Articles of Incorporation with the Secretary of the State of Florida, together with his endorsement of approval thereon, these Articles of Incorporation shall, and they are deemed to be the Certificate of Incorporation of this corporation.

IN WITNESS WHEREOF, I, the undersigned subscriber do hereby make and file in the Office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts therein stated are true.

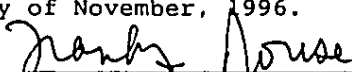

JOSEPH MATTHEW STINSON (SEAL)

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared JOSEPH MATTHEW STINSON, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed and who did not produce identification upon oath being taken.

WITNESS my hand and official seal in the County and State named above this 14th day of November, 1996.


(SEAL)


FRANK J. ROUSE, Notary Public
My Commission Expires:

FRANK J. ROUSE
Notary Public, State of Florida
My Commission Expires Aug. 28, 1997
Commission No. CC296244

ACCEPTANCE OF REGISTERED AGENT

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation, dated this 14th day of November, 1996.


JOSEPH MATTHEW STINSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA