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Law Firm of
Edward R. Gay, P.A.

1818 EAST CONCORD STREET - ORLANDO, FLORIDA 32803-5459 - (407) 898-1871 - FAX (407) 897-7042

November 21, 1996

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: T.C. WATER FEATURES POOLS & SUPPLIES, INC.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$122.50 to cover the filing costs as follows:

- | | |
|----------------------------------|---------|
| 1. Filing fee | \$35.00 |
| 2. Certified copy of the Charter | \$52.50 |
| 3. Registered agent | \$35.00 |

I am enclosing an original and copy of the Articles of Incorporation and Registered Agent certificate. Please return a certified copy of the Articles to my office along with the receipt for the costs as stated above.

Thank you for your prompt attention and cooperation.

Sincerely,

Edward R. Gay

ERG/ces
enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T.C. WATER FEATURES POOLS & SUPPLIES, INC.

ARTICLES OF INCORPORATION

FIRST: The name of the Corporation is **T.C. Water Features Pools & Supplies, Inc.**

SECOND: The general nature of the business to be transacted is to do all things mentioned herein, to wit:

SALE OF RETAIL POOL SUPPLIES

To acquire by purchase, subscription, or otherwise, and to hold either as an investment or otherwise any bonds or evidence of indebtedness or other securities, or shares of capital stock created or issued by any other corporation, associations, or associations of the State of Florida, or any other State, Territory, or Country.

To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and to deal in any bonds or evidence of indebtedness or other securities, created or issued by any other corporation or corporations, association or associations of the State of Florida, or of any other State, Territory, or Country, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

To aid in any manner any corporation or corporations, association or associations, of which any bonds or evidence of indebtedness or other securities or shares of stock are held by the Corporation, and to do any acts or things necessary, expedient or calculated to protect, preserve, improve, or enhance the value of any such bonds, or other

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securities, or other evidence of indebtedness or shares of stock.

To take, acquire, purchase, own, hold, rent, lease, mortgage, sell, exchange, improve, cultivate, develop, and otherwise to deal in and dispose of all property, real or personal, of every description that may be necessary to transaction of its business, or incident to, or capable of being used in connection with the aforesaid business or any of them.

To buy, sell, trade, exchange, or otherwise deal in any and all kinds of manufactured articles, new materials, and any other goods whatsoever, including trucking, warehousing, and storage, as well as engage in any products.

To buy, sell, and lease lands and interest in lands, including improvements and development of all types.

To borrow money and contract debts which may be necessary for the transaction of business and for the exercise of its corporate rights, privileges, or for any other lawful purpose of the Corporation. To issue: bonds, promissory notes, bills of exchange, debentures, or other obligations and evidence of indebtedness payable at a specific time or times or upon the happening of a specific event secured by mortgage, pledge, or otherwise.

To enter into, make, and perform contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, town, city,

county, State, territory, or government, and to carry on its operations, within the State of Florida or elsewhere, without restrictions as to place and amount.

THIRD: The maximum number of shares of stock the Corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) shares without par value.

FOURTH: The amount of capital with which the Corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00).

FIFTH: The Corporation shall have perpetual existence.

SIXTH: The post office address of the registered principal office of the Corporation is: 12484 Lake Underhill Road, Building B, Suite 11, Orlando, Florida 32828.

SEVENTH: The number of directors shall be a minimum of one (1) and a maximum of six (6). The number may be increased by the by-laws adopted by the shareholder(s) at any time and amended from time to time.

EIGHTH: The name and post office address of the First Board of Directors and Officers is:

NAME:	TITLE:	ADDRESS:
Anthony J. Caruso	President	1315 Creek Bottom Circle Orlando, Florida 32825

NINTH: The name and post office address of each of the initial shareholders and Incorporators to the Articles of Incorporation and the number of shares of stock which shall be initially distributed are as follows:

NAME:	ADDRESS:	# SHARES	VALUE
Anthony J. Caruso	1315 Creek Bottom Circle Orlando, Florida 32825	100	none

TENTH: The name of the Registered Resident Agent empowered to receive service of process and corporate notices of any nature shall be: Anthony J. Caruso, 1315 Creek Bottom Circle, Orlando, Florida 32825.


ELEVENTH: That upon the death of any of the shareholders of this Corporation, the Corporation shall have the right to purchase all of the rights and interest in the shares of stock of this Corporation that the deceased has. That right will be exercised by serving written notice of such exercise upon the personal representative of the estate of the deceased shareholder, or upon the surviving spouse, if any, within thirty (30) days of the order of probate qualifying said shareholder's personal representative, or upon the surviving spouse within sixty (60) days of the date of death in the event a personal representative of the estate has not been established by the probate court within sixty (60) days of the date of death. The value of the stock shall be determined by an appraisal.

The Corporation shall have a right to purchase any shares of stock in the event that shareholder desires to dispose of his stock. No shareholder shall encumber or dispose of any part of the stock in this corporation, now owned or hereafter acquired by him, without the written consent of all of the stockholders. In the absence of written consent of all of the stockholders, a shareholder who desires to encumber or dispose of any part of the

stock shall give written notice by certified mail stating his intentions to make such encumbrance or disposition to all other stockholders. Within thirty (30) days after receipt of said notice a meeting shall be called by the Corporation at its principal place of business.

The notice of said meeting shall be given to each stockholder not less than ten (10) days prior to the said meeting and specify the time and date. At the meeting, any stock that is desired to be encumbered or disposed of shall be offered for sale and shall be subject to an option to purchase by the Corporation which, if exercised, will be exercised at that meeting. The price will be payable as follows: initial payment of ten percent (10%) within thirty (30) days after the option is exercised with the remaining balance payable as follows: monthly payments which will be amortized over twenty (20) years with interest accruing at prime plus two percent (2%, with annual adjustments for the interest rate (annual adjustment on the anniversary date of the exercise of this option) with a balloon payment within five (5) years of the exercise date. There will be no prepayment penalty. Further, the corporation has a right to accelerate the payment schedule to the shareholder who has relinquished his ownership through this provision. The definition of encumbrances shall include any judgment rendered against a shareholder individually. The value of these shares of stock to be determined by an appraisal.

IN TESTIMONY WHEREOF, I, the undersigned, have set my
hand and affixed my seal this 19th day of November, 1996.


(SEAL)

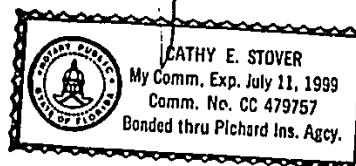
STATE OF FLORIDA:
COUNTY OF ORANGE:

I HEREBY CERTIFY that on this day, personally appeared
before me, an officer duly authorized to administer oaths and
take acknowledgments, Anthony J. Caruso, who is personally
known to me and who did take an oath, and he acknowledged before me
that he subscribed to the above and foregoing Articles of
Incorporation freely and voluntarily for the purposes therein
expressed.

SWORN AND SUBSCRIBED BEFORE ME this 19th day of November, 1996.

SEAL


NOTARY PUBLIC
MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING REGISTERED AGENT OR REGISTERED
OFFICE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

In compliance with Chapter 607.037, Florida Statutes,
the following is submitted:

First: That T.C. Water Features Pools & Supplies, Inc. with
its principal place of business at 12484 Lake Underhill Rd.,
Building B, Suite 11, Orlando, Florida 32828 has named Anthony J.
Caruso as Registered Agent, whose street address is 1315 Creek
Bottom Circle, Orlando, Florida 32825.



Anthony J. Caruso
Registered Agent

DATE:

November 20, 1996

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STATE