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November 27, 1996

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-12/03/96-01191--003  
\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: CUSTOM POOLS OF VERO BEACH, INC.

Gentlemen and Ladies:

I am enclosing an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	\$35.00
Designation	=====
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

John Joseph McHugh, Jr.

JJM:sd  
Enclosures as noted

*12/5*

96 DEC -2 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

ARTICLES OF INCORPORATION  
OF  
CUSTOM POOLS OF VERO BEACH, INC.

96 DEC -2 PM 4: 16  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is: CUSTOM POOLS OF VERO BEACH,  
INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities  
or business permitted under the laws of the United States and  
Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is  
authorized to have outstanding at any time is:

7,500 shares of Common stock having a par value of  
\$1.00 per share.

The Shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written  
shareholders' agreement, impose such restrictions on the sale,  
transfer, or encumbrance of the stock of this corporation as they  
may see fit.

#### **ARTICLE V - INITIAL PRINCIPAL OFFICE**

The initial address of the principal office of this corporation is 250 53rd Circle, Vero Beach, Florida 32968. The Board of Directors may from time to time move the principal office to any other address in Florida.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1), nor more than ten (10). The name and address of the director constituting the the initial Board of Directors is:

Name	Address
Russell J. Crossman	250 53rd Circle Vero Beach, Florida 32968

**ARTICLE VII - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:


Name	Address
Russell J. Crossman	250 53rd Circle Vero Beach, Florida 32960

**ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be 333 17th Street, Suite U, Vero Beach, Florida 32960, the registered agent at that same address is John J. McHugh, Jr.

**ARTICLE IX - AMENDMENTS**

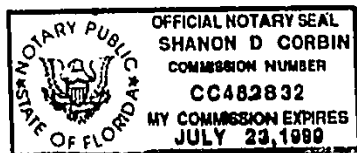
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.


  
Russell J. Crossman  
Incorporator

STATE OF FLORIDA           )  
COUNTY OF INDIAN RIVER   )

BEFORE ME, the undersigned authority, personally appeared Russell J. Crossman, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation, and produced drivers license as identification.

WITNESS my hand and official seal in the County and State named above, this 20<sup>th</sup> day of November, 1996.



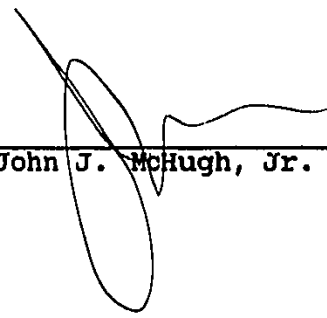
  
Notary Public

My Commission Expires:

#### ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of Custom Pools of Vero Beach, Inc., at the place designated in the Articles of Incorporation.

Date: 11-26-96

  
John J. McHugh, Jr.

FILED  
96 DEC -2 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA