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December 5, 1996

Division of Corporations
409 E. Gain Street
Tallahassee, Florida 32399

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****125.65 ****125.65

RE: AQUA CLEAN POOL & SPA SERVICE, INC.

Gentlemen:

Enclosed please find the original and a copy of Articles of Incorporation for the above-named corporation. Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

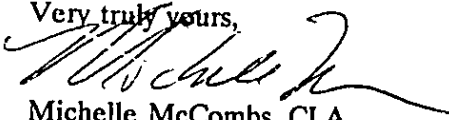
In addition, a check in the amount of \$125.65 is enclosed. This check represents the following fees:

ARTICLES OF INCORPORATION:

Filing Fee	\$ 38.15
Certified Copy	52.50
Registered Agent	<u>35.00</u>
TOTAL	\$125.65

Thank you for your attention to this matter.

Very truly yours,


Michelle McCombs, CLA
to Thomas E. Drasites
LUSK, DRASITES & TOLISANO, P.A.

TED/mlm
Enclosures

FILED
96 DEC -6 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-10-96
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96 DEC -6 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I Name of Corporation

The name of this corporation is AQUA CLEAN POOL & SPA SERVICE, INC. with its principal office at 161 S.W. 52nd Street, Cape Coral, FL 33914. The mailing address of the corporation is the same.

II Duration

The period of its duration is perpetual.

III Purpose

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

IV Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Thousand (1,000.00) shares of common stock at One (\$1.00) Dollar per share par value.

V Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

JOHN P. DIMEGLIO, 1723 Cornwallis Parkway, Cape Coral, FL 33904

VI
Incorporators

The name and address of the Incorporator signing these Articles of Incorporation is as follows:

Name	Address
DAVID M. LIESER	7259 Laverne Ave. S. Cottage Grove, MN 55016

VII
Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be increased, from time to time, by an amendment of the bylaws of the corporation in the manner provided by law, but shall be less than one (1). The name and address of the initial directors of this corporation are as follows:

Name	Address
DAVID M. LIESER	7259 Laverne Ave. S. Cottage Grove, MN 55016
JOHN P. DIMEGLIO	1723 Cornwallis Parkway Cape Coral, FL 33904
GERMAINE G. LIESER	7259 Laverne Ave. S. Cottage Grove, MN 55016

VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX
Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

X
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

XI
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII
Amendment of Articles

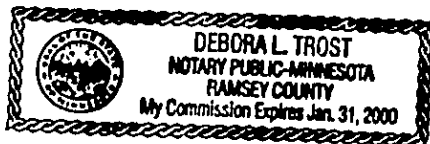
This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of MINN, County of RAMSEY, this 3rd day of DECEMBER, 1996.


DAVID M. LIESER, Incorporator

STATE OF MN
COUNTY OF Ramsey

BEFORE ME, the undersigned authority, personally appeared DAVID M. LIESER as Incorporator, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth. The foregoing instrument was acknowledged before me this 3 day of December, 1996 by , who is personally known to me or who produced _____ as identification and who did (did not) take an oath.



Debora L. Trost
NOTARY PUBLIC
Print Name: DEBORA L. TROST
My Commission Expires: Jan 31, 2000

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the attached Articles of Incorporation. I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 4 day of December, 1996.

John P. Dimeglio
JOHN P. DIMEGLIO, Registered Agent

FILED
96 DEC -6 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA