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† BOARD CERTIFIED IN CIVIL TRIAL LAW
† BOARD CERTIFIED IN REAL ESTATE LAW

January 10, 1997

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: *Space Coast Pool & Spa Supplies, Inc.*

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

Kathleen A. Kessel

Kathleen A. Kessel
Secretary to Gary B. Frese

/kk
Enclosures as stated

FILED
97 JAN 13 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SPACE COAST POOL & SPA SUPPLIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is SPACE COAST POOL & SPA SUPPLIES, INC.

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to operate a swimming pool and spa service and supply business, and engage in any business lawful under the laws of the State of Florida or the United States.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 1768 Bruman Terrace, Melbourne, FL 32935. The initial address in Florida of the initial registered office of this Corporation is 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is Gary B. Frese.

ARTICLE VII

The initial Board of Directors shall consist of two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

MARK C. DOUGLASS
1768 Bruman Terrace
Melbourne, FL 32935

TERRY C. REED
830 Croton Road
Rockledge, FL 32955

ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

The name and address of the initial incorporator is as follows: Gary B. Frese, 930 South Harbor City Boulevard, Suite 505, Melbourne, FL 32901.

ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 9th day of January, 1997.



Gary B. Frese

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Gary B. Frese
Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, GARY B. FRESE, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation and did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 9th day of

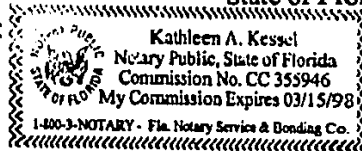
January, 1997.

Kathleen A. Kessel

Notary Public

State of Florida at Large

My Commission Expires:



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97 JAN 13 AM 9:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA