

P97000007708

Rex Accounting Services, Inc.
Raymond R. Rex, Jr.
3452 W. Boynton Bch. Blvd., Ste. #10
Boynton Beach, FL 33436

January 14, 1996

Secretary of State
Corporation Records Bureau
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-01/22/97--01068--006
*****70.00 *****70.00

To Whom It May Concern:

Enclosed is the original and copy of the articles of incorporation for:


PILGRIM POOLS, INC.

FILED
97 JAN 21 AM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

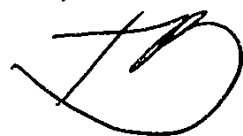
Also, a check in the amount of Seventy dollars (\$70.00) is enclosed to cover the incorporation fees of said corporation.

If there are any questions regarding this corporation please do not hesitate to contact me at (561) 732-8822.

Sincerely,


Raymond R. Rex, Jr.
Rex Accounting Services, Inc.

enc: 3

1-27-97


ARTICLES OF INCORPORATION
of

PILGRIM POOLS, INC.

We, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida providing for the formation, liability, right, privileges and immunities of corporations for profit.

ARTICLE I. NAME

The name of this Corporation shall be as follows:

PILGRIM POOLS, INC.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida specifically for pool service and repair.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock of one dollar (\$1.00) par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address in the State of Florida of the principal office shall be as follows:

1291 A So. Powerline Rd.
Suite 158
Pompano Beach, Fl., 33069

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TALLAHASSEE, FLORIDA

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders, but shall never be less than one. The name and address of the initial Director of this Corporation is:

Ronald J. Smith
1291 A So. Powerline Rd.
Suite 158
Pompano Beach, Fl., 33069

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator:

Ronald J. Smith
1291 A So. Powerline Rd.
Suite 158
Pompano Beach, Fl., 33069

ARTICLE IX. BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X. AMENDMENT

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

ARTICLE XI. SUB CHAPTER S CORPORATION

This Corporation may be a Sub-chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, listed below, with address, accepts this position as signed below:

Ronald J. Smith
1291 A So. Powerline Rd.
Suite 158
Pompano Beach, Fl., 33069

The Registered office will be located at the address below:

1291 A So. Powerline Rd.
Suite 158
Pompano Beach, Fl., 33069

IN WITNESS WHEREOF, the undersigned, as subscribing incorporators have thereunto set our hand and seal on Jan 15, 1997 for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these articles of Incorporation, and certify that the facts herein stated are true.

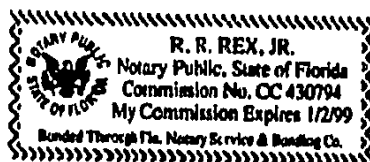
R. Smith
INCORPORATOR

SWORN TO AND SUBSCRIBED BEFORE ME

THIS 15th DAY OF Jan 1997

R. R. Rex, Jr.
NOTARY PUBLIC

My Commission Expires: 1/2/99



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, **Pilgrim Pools, Inc.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the city of Pompano Beach, County of Broward, State of Florida has named Ronald J. Smith, whose address is 1291 A So. Powerline Rd., Ste. 158, Pompano Beach Fl., 33069 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:


Ronald J. Smith

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