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LAW OFFICE  
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February 21, 1997

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

RE: James Schultz Pool Service, Inc.  
Our File: 10333

600002095416--4  
-02/24/97--01059--001  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the captioned corporation. Also enclosed is a check in the amount of \$122.50 to cover fees as follows:

Filing Fee	\$ 35.00
Resident Agent Fee	\$ 35.00
Certified Copies:	\$ 52.50

**TOTAL \$ 122.50**

Please direct the certified copy of the Articles and any questions to the undersigned at the above address.

Very truly yours,

*Karen A. Gagliano*

Karen A. Gagliano, Esquire

KAG/br

Enclosures

BH  
2/26/97

FILED  
97 FEB 24 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
JAMES SCHULTZ POOL SERVICE, INC.

FILED

97 FEB 24 PM 1:06

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this Corporation is JAMES SCHULTZ POOL SERVICE, INC.

ARTICLE II

The general powers for which the corporation is organized is to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 1000 at \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property and labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 6066 16th Way South, West Palm Beach, Florida 33415.

The name and address of the corporation's initial registered agent is James Schultz, 6066 16th Way South, West Palm Beach, Florida 33415.

ARTICLE V

The Board of Directors of this Corporation shall consist of not less than one and not more than ten members. The number of directors constituting the initial Board of Directors of this corporation is two. The name and street address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
James Schultz	6066 16th Way South West Palm Beach, FL 33415

Mary M. Schultz

6066 16th Way South  
West Palm Beach, FL 33415

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

#### ARTICLE VI

The name and address of the incorporator is James Schultz, 6066 16th Way South, West Palm Beach, Florida 33415.

#### ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

#### ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless provided in the By-Laws.

#### ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

#### ARTICLE XI

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates

representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

#### ARTICLE XII

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.


Dated this 21 day of February, 1997.

  
James Schultz, Incorporator

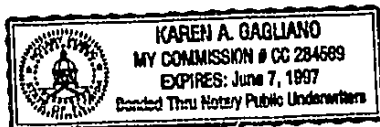
STATE OF FLORIDA           )  
                                      ) ss  
COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgement, personally appeared JAMES SCHULTZ, to me known to be the person described in and who executed the foregoing Articles of Incorporation of JAMES SCHULTZ POOL SERVICE, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 21 day of February, 1997.

  
NOTARY PUBLIC

My Commission Expires:



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

FILED

97 FEB 24 PM 1:06


SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 620.192, Florida  
Statutes, the following is submitted:

That JAMES SCHULTZ POOL SERVICE, INC., desiring to organize  
under the laws of the State of Florida, with its principal place  
of business at 6066 16th Way South, West Palm Beach, Florida  
33415, has named JAMES SCHULTZ as its agent to accept service of  
process within Florida.

ACKNOWLEDGEMENT:

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

  
\_\_\_\_\_  
JAMES SCHULTZ  
6066 16th Way South  
West Palm Beach, Fl 33415