



**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 288917 7125331

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 11, 1997

ORDER TIME : 10:46 AM

ORDER NO. : 288917-005

CUSTOMER NO: 7125331

CUSTOMER: Mr. Joseph B. Holston, Sr.
JOSEPH BRADFORD HOLSTON, SR.

908 Southeast 10th Court

Pompano Beach, FL 33060

DOMESTIC FILING

NAME: JBH POOLS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest
EXAMINER'S INITIALS:

SECONDO STATE
TALLAHASSEE, FLORIDA

97 MAR 11 PM 3:15

THE

SECRET

03/11/97 - 0124 001
***** (U) *****

DIVISION OF CORPORATION

97 MAR 11 AM 11:38

RECEIVED

K.R. MAR 11 1997

ARTICLES OF INCORPORATION
OF
JBH POOLS, INC.

FILED
97 MAR 11 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is JBH Pools, Inc. The principal business address or mailing address of the corporation is: 908 Southeast 10th Court, Pompano Beach, FL 33060.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida Business Corporation Act.

ARTICLE IV

The corporation is authorized to issue one thousand (1,000) shares of capital stock at the par value of One Dollar (\$1.00) each.

ARTICLE V

The street address of the initial registered office of the corporation is 908 Southeast 10th Court, Pompano Beach, Florida 33060, and the name of the registered agent of the corporation at that address is Joseph Bradford Holston, Sr.

ARTICLE VI

The corporation shall have initially two (2) directors. The number of directors may by either increased or decreased from time to time as determined by the By-Laws. The name and address of the initial directors of the corporation are:

Joseph Bradford Holston, Sr.
908 Southeast 10th Court
Pompano Beach, FL 33060

President
Secretary

Karen A. Holston
908 Southeast 10th Court
Pompano Beach, FL 33060

Vice President
Treasurer

ARTICLE VII

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

Joseph Bradford Holston, Sr.
908 Southeast 10th Court
Pompano Beach, FL 33060

ARTICLE VIII

The By-Laws of the corporation may be adopted, altered, amended, or repealed by either the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

ARTICLE IX

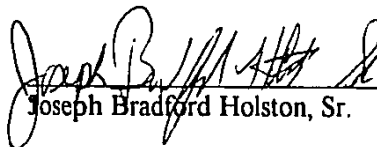
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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

ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

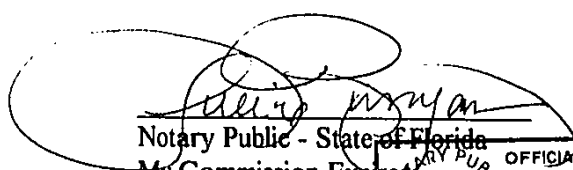
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 10th day of March, 1997.

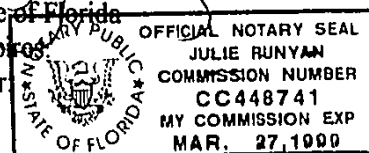

Joseph Bradford Holston, Sr.

STATE OF FLORIDA)

COUNTY OF BROWARD)

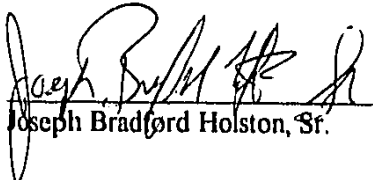
The foregoing instrument was acknowledged before me this 10th day of March, 1997, by Joseph Bradford Holston, Sr. who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.


Notary Public - State of Florida
My Commission Expires
Commission Number



I, Joseph Bradford Holston, Sr. hereby accept the designation of Resident Agent for service of process upon JBH Pools, Inc., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 10th day of March, 1997.


Joseph Bradford Holston, Sr.

SE
TALLAHASSEE, FLORIDA

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FILED