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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: AMERICAN ACCOUNTING SERVICE, INC.
104737003316

ACCT#:

CONTACT: ELIZABETH FARLAND

PHONE: (941) 747-9292

FAX #:

(941) 748-7626

NAME: EMPIRE POOLS, INC.

AUDIT NUMBER.....H97000004296

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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American Accounting Service, Inc.

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TALLAHASSEE, FLORIDA

EMPIRE POOLS, INC.

ARTICLE I - Name

The name of the corporation is: Empire Pools, Inc.

ARTICLE II - Existence

This corporation shall commence existence on the date of execution and acknowledgment of these Articles or this corporation shall exist from the date of filing these Articles with the Department of State.

ARTICLE III - Purpose

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 500 shares of common stock, each having a par value of \$1.00. The stock will be classified as 1244 Stock for Internal Revenue purposes.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 357 6th Ave. W. Bradenton, FL 34205.

And the name of the initial registered agent of this corporation at that address is Vera Hornyak.

The principal office of business is the same as the registered office.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws but there shall always be at least one director. The name and address of the initial director of this corporation is:

NAME

James Swearingen

ADDRESS

471 S. Cinnamon Terrace
Lecanto, FL 34461

ARTICLE VII - Incorporator

The name and address of the person signing these Articles of Incorporation is: James Swearingen
471 S. Cinnamon Terrace Lecanto, FL 34461.

ARTICLE VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.

Elizabeth
American Accounting Service, Inc.

Pinnacle Plaza

357 6th Avenue West

Bradenton, FL 34205

Phone 941-747-9292

Fax 941-748-7626

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ARTICLES IX - Indemnification

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

James A. Swearingen date: 1/1/97

ACCEPTANCE

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.

Wan Sanjaya date 7/1/97

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TALLAHASSEE, FLORIDA

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