Wynona Req 10172 B. Green State/2 City/State/2	Mayer uestor's Name of Lake Raw. Address Willi, F132256 App Phone #
•	904-363-3535 Office Use Only
CORPORATION 1	NAME(S) & DOCUMENT NUMBER(S), (if known):
2(Corpo	Prof Systems of Jacksonville, Inc. (Document #) (Document #) (Document #) (Document #)
Walk in Mail out	Pick up time Certified Copy Will wait Photocopy Certificate of Status
NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/ Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger 2 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3
OTHER FILINGS Annual Report Fictitious Name Name Reservation	AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION/ QUALIFICATION Foreign Limited Partnership Reinstatement Trademark

Examiner's Initials

ARTICLES OF INCORPORATION

On Secretary Son

OF

AUTOMATED POOL SYSTEMS OF JACKSONVILLE, INC.

ARTICLE I. NAME

The name of the corporation is:

AUTOMATED POOL SYSTEMS OF JACKSONVILLE, INC.

The principal office and mailing address of the corporation is 8011 Phillips Highway, Suite 11, Jacksonville, Florida 32257. Its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient. The principal office and mailing address is shown above.

ARTICLE II. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall be five hundred (500) shares of common stock, each share having a par value of \$1.00.

ARTICLE IV. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

8011 Phillips Highway, Suite 11 Jacksonville, Florida 32257

The name of the initial registered agent of this corporation at that address is:

Wynona R. Mayer

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall not be less than one (1). The name and address of the initial director of this corporation is:

Wynona R. Mayer 8011 Phillips Highway, Suite 11 Jacksonville, Florida 32257

ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE XI. SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XIL

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

ARTICLE XIII. AMENDMENT

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE XIV. INCORPORATOR

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

NAME

ADDRESS

Wynona R. Mayer

8011 Phillips Highway, Suite 11 Jacksonville, Florida 32257

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal on this 13th day of March, 1997.

Wynona R. Mayer

(SEAL

STATE OF FLORIDA) :ss COUNTY OF DUVAL)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared WYNONA R. MAYER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13th day of March, 1997.

Cindy M. Anderson

Cindy M. Anderson

Notary Public, State of Florida

Commission No. CC 526971

My Commission Expires 01/23/00

(1400-J-NOTARY - Fla. Notary Service & Booding Co.

Notary Public-State of Florida at Large.

My Commission Expires:

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

AUTOMATED POOL SYSTEMS OF JACKSONVILLE, INC.

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

First--That AUTOMATED POOL SYSTEMS OF JACKSONVILLE, INC. to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named WYNONA R. MAYER, located at 8011 Phillips Highway, Suite 11, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated 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 this office.

(Registered Agent)