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FILED

97 MAR 24 AM 10:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 21, 1997

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*****70.00 *****70.00

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

DATE

3-20-97

Re: Outdoor Living Inground Spa's and Water Features, Inc.

Dear Sirs:

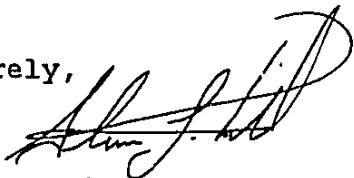
Enclosed please find two copies of the Articles of Incorporation for Outdoor Living Inground Spa's and Water Features, Inc. signed by Glenn L. Miller who is the named agent of the Corporation, and a check in the amount of \$ 70.00.

In effective date of the corporation is to be March 20, 1997 per article XI.

If anything is incorrect, please send all correspondence to Glenn L. Miller at the address listed below.

Thank you for your assistance in this matter.

Sincerely,



Glenn L. Miller
311 Fairview Vista Pt.
Orlando, FL 32804

Enclosures

BH
3/21/97

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ARTICLES OF INCORPORATION
OF

OUTDOOR LIVING INGROUND SPA'S AND WATER FEATURES, INC.

ARTICLE I. CORPORATE NAME

The name of this Corporation is: OUTDOOR LIVING INGROUND SPA'S AND WATER FEATURES, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall consist of Ten thousand (10,000) shares of common stock, with par value of One and No/100 (\$1.00) Dollar per share. Such stock shall possess and exercise exclusive voting rights. All such stock shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE V. PRINCIPAL ADDRESS

The principal office of this corporation shall be located at 311 Fairview Vista Pt., Orlando, Florida 32804, County of Orange, State of Florida, but it may have such other offices within or without the State of Florida and within or without the United States of America as may be necessary or convenient.

ARTICLE VI. REGISTERED AGENT

The Registered Agent and the street address of the Registered Agent of this Corporation in the State of Florida shall be:

Glenn L. Miller
311 Fairview Vista Pt.
Orlando, FL 32804

ARTICLE VII. BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his address is:

Glenn L. Miller
311 Fairview Vista Pt.
Orlando, FL 32804

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Glenn L. Miller
311 Fairview Vista Pt.
Orlando, FL 32804

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. EFFECTIVE DATE

These Articles of Incorporation shall be effective March 20, 1997, as provided by Florida Statute 607.0203.

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IN WITNESS WHEREOF, the undersigned, as Incorporator, has
executed the foregoing Articles of Incorporation on the
21ST day of March 1997.



Glenn L. Miller

STATE OF Florida
COUNTY OF Seminole

BEFORE ME, a Notary Public, personally appeared
GLENN L. MILLER to me known to be the person described as
Incorporator and who executed the foregoing Articles of
Incorporation, and acknowledged before me that he subscribed to
these Articles of Incorporation and who provided
Driver License as identification and who did take
an oath on this 21ST day of March 1997.



ELEANOR A. BOOTH
My Commission CC 350949
Expires Mar. 17, 1998
Bonded by HAI
800-422-1655


Notary Public - State of Florida
My Commission Expires: 3/17/98

THAT OUTDOOR LIVING INGROUND SPA'S AND WATER FEATURES, INC.
desiring to organize under the laws of the State of Florida, with
its principal office as indicated in the Articles of
Incorporation, at 311 Fairview Vista Pt., Orlando, FL 32804,
County of Orange, State of Florida, has named Glenn L. Miller,
311 Fairview Vista Pt., Orlando, FL 32804 as its agent to accept
service of process within this state.

Having been named to accept service of process for the above
named Corporation, at the place designated in this certificate,
the undersigned agrees to act in this capacity, and agrees to
comply with the provisions of Florida law relative to keeping the
designated office open.


Glenn L. Miller
Registered Agent