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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AQUA BRITE POOL CLEANING SERVICE, INC.

AUDIT NUMBER.....H97000007579

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

CERT. OF STATUS..0

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FALLING SPRING FLORIDA
STATE

(4)

H97000007579

ARTICLES OF INCORPORATION
OF

AQUA BRITE POOL CLEANING SERVICE, INC.

FILED
97 MAY -8 AM 8:01
SUNSHINE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

AQUA BRITE POOL CLEANING SERVICE, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of this Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of Stock of this Corporation shall consist of only one class. The number of shares of Stock that this Corporation is authorized to have outstanding at any one time is: 1,000 shares of Common Stock having a par value of \$1.00 per share.

Gregory S. Band, Esq.
1680 Fruitville Road
Suite 102
Sarasota, Florida 34236
Florida Bar #888902

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ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

7270 Mauna Loa Blvd.
Sarasota, Florida 34241

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 7270 Mauna Loa Blvd., Sarasota, Florida 34241, and the registered agent at such office is Steven S. Harvey

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) director initially. The number of Directors may be modified from time to time by by-laws adopted by the Shareholders. The names and street addresses of the members of the first Board of Directors are:

Steven S. Harvey

7270 Mauna Loa Blvd.
Sarasota, Florida 34241

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the shareholders and approved at a Shareholders Meeting by a majority of the Stock entitled to vote thereon.

ARTICLE IX - INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

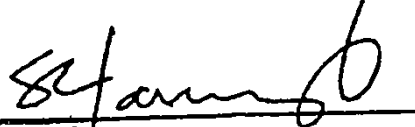
Steven S. Harvey

7270 Mauna Loa Blvd.
Sarasota, Florida 34241

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The undersigned executed these Articles of Incorporation this 7th day of May, 1997.


 Steven S. Harvey
 "INCORPORATOR"

Having been named Registered Agent to accept service of process for AQUA BRITE POOL CLEANING SERVICE, INC. at the registered office designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

5-7-97
 Date


 Steven S. Harvey

FILED
 97 MAY -8 AM 8:01
 TALLAHASSEE FLORIDA

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