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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 AM 11:02

Douglas Carmack
727 - 7th LANE
PALM BEACH GARDENS, FL 33418
Telephone: (561) 627-0089

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

April 23, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
4-28-97

Re: Articles of Incorporation of A+POOLS & SPAS, INC.

Dear Sir or Madam:

Enclosed please find two (2) executed originals of the Articles of Incorporation and Acceptance by Registered Agent of A+POOLS & SPAS, INC. We would appreciate your filing one original Article pursuant to Section 607, Florida Statutes, and date stamp and return the other original Article as filed for the Corporation's records to the undersigned in the self-addressed, stamped envelope provided for your convenience.

Also enclosed is a check payable to the Florida Department of State in the total amount of \$70.00 to cover the \$35.00 filing fee and the \$35.00 Registered Agent designation fee.

Thank you for your attention to this matter.

Sincerely yours,

Douglas W. Carmack Jr.
Douglas Carmack

Douglas Carmack GAVE

AUTHORIZATION BY PHONE TO

CORRECT *Art. I*

DATE *5/8/97*

DOC EXAM *Douglas Brown*

D. BROWN MAY - 8 1997

ARTICLES OF INCORPORATION
OF

A+POOLS & SPAS, INC.

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The undersigned, acting as the Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is A+POOLS & SPAS, INC.
2. The initial mailing address of the Corporation is:
727 - 7TH LANE
PALM BEACH GARDENS, FL 33418
3. The Corporation shall have perpetual existence.
4. The general purpose or purposes for which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
5. The aggregate number of shares which the Corporation shall have authority to issue is **One Thousand (1000)** shares of common stock having a par value of **One Dollar (\$1.00)**, all of one class.
6. The address of the initial registered office of the Corporation is 727 - 7TH LANE, PALM BEACH GARDENS, FL 33418. The Registered Agent at that address is DOUGLAS CARMACK.
7. The name of the Incorporator is DOUGLAS CARMACK and his address is 727 - 7TH LANE, PALM BEACH GARDENS, FL 33418.
8. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.
9. The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

IN WITNESS WHEREOF, the undersigned has this 28th day of April, 1997, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

Douglas W Carmack, Jr.
DOUGLAS CARMACK, Incorporator

ACCEPTANCE BY REGISTERED AGENT

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THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation. We are familiar with, and accept, the obligations of, Section 607.0505 of the Florida Statutes.

Douglas W. Carmack
DOUGLAS CARMACK

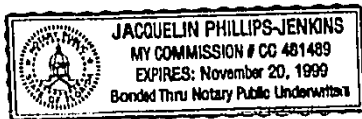
ACKNOWLEDGMENT

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally appeared before me, a Notary Public duly authorized to administer oaths and take acknowledgments, DOUGLAS CARMACK, who is personally known to me or has produced N/A as identification, and well known to be the person described in and who executed the foregoing Articles of Incorporation and Acceptance By Registered Agent and acknowledged before me that he/she executed the same as his free act and deed for the uses and purposes therein expressed.

WITNESS my hand and seal this 28th day of April, 1997.



Jacquelin Phillips-Jenkins

Print Name

Notary Public
SEAL: