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ACCOUNT NO. : 072100000032

REFERENCE : 422598 8796A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

TALLAHASSEE FLORIDA
JUN 10 11:20

ORDER DATE : June 10, 1997

ORDER TIME : 10:26 AM

ORDER NO. : 422598-005

000002207530--3

CUSTOMER NO: 8796A

CUSTOMER: William J. Schifino, Esq
SCHIFINO & FLEISCHER

One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

DOMESTIC FILING

NAME: ELITE POOL & SPA, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

RECEIVED
97 JUN 10 AM 11:34
DIVISION OF CORPORATION

84 JUN 10 1997

ARTICLES OF INCORPORATION

OF

ELITE POOL & SPA, INC.

The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under and accept all the rights, privileges, benefits and obligations conferred and imposed by the Florida Business Corporation Act, and does hereby adopt these Articles of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this Corporation shall be:

Elite Pool & Spa, Inc.

ARTICLE II

Mailing Address

The mailing address of this Corporation as of the time of execution of these Articles of Incorporation is as follows:

4230 W. Bay Vista Avenue
Tampa, FL 33611

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1,000 shares of Common Stock with a par value of \$1.00 per share. Such shares shall have unlimited voting rights and shall be entitled to receive the net assets of this Corporation upon dissolution of this Corporation.

ARTICLE IV

Commencement of Existence

The existence of this Corporation shall commence on the date these Articles of Incorporation are executed by the incorporator of this Corporation, if these Articles of Incorporation are filed by the Department of State of the State of Florida within five (5) business days after such execution. If filed after such five (5) days, the existence of this Corporation shall commence upon the filing of these Articles by the Department of State of the State of Florida.

ARTICLE V

Registered Office and Registered Agent

The name of this Corporation's initial registered agent at this Corporation's initial registered office, and the street address of such office, are as follows:

William J. Schifino, Esq.
Schifino & Fleischer, P.A.
One Tampa City Center
201 N. Franklin Street, Suite 2700
Tampa, Florida 33602

ARTICLE VI

Incorporator

The name and street address of the incorporator of this Corporation are as follows:

Robert Sicignano
4230 W. Bay Vista Avenue
Tampa, Florida 33611

ARTICLE VII

Initial Board of Directors and Officers


(a) The initial Board of Directors of this Corporation shall consist of one member, who, subject to these Articles of Incorporation, the bylaws of this Corporation and applicable law, shall hold office until a successor or successors has or have been duly elected and qualified. The name and street address of each initial director is:

Robert Sicignano
4230 W. Bay Vista Avenue
Tampa, Florida 33611

(b) The initial officers of this Corporation, each of whom, subject to these Articles of Incorporation, the bylaws of this Corporation and applicable law, shall hold office until a successor or successors has or have been duly elected and qualified, shall be as follows:

President and Secretary: Robert Sicignano

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of May, 1997.



Robert Sicignano, Incorporator

**ELITE POOL & SPA
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, William J. Schifino, having been appointed registered agent for the above named corporation, does hereby accept such appointment and agree and consent to act in such capacity. The undersigned is familiar with, and accepts, the obligations of a registered agent imposed by the Florida Business Corporation Act.

DATED this 30th day of May, 1997.


William J. Schifino

91 JUN 19 AM 1:26
TALLAHASSEE, FLORIDA