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June 10, 1997

Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-06/13/97--01033--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Gulfstream Pool Builders, Inc.

Dear Sir:

Please find enclosed the original and one copy of Articles of Incorporation for the above corporation. I have also enclosed my check in the amount of \$70.00 which represents the following costs:

Filing Fees	\$35.00
Registered Agent	35.00
Stamped Copy	-0-
Total	\$70.00

Please issue the charter for the corporation and return a the stamped copy to me. Thank you for your kind attention.

Sincerely yours,

*Michael Basford*  
Michael Basford

MB:jlm

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bm 6/16/97

**ARTICLES OF INCORPORATION  
OF  
GULFSTREAM POOL BUILDERS, INC.**

I, the undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I - Name**

The name of the corporation is: GULFSTREAM POOL BUILDERS, INC.

**ARTICLE II - PURPOSE**

1. The general nature of the business to be transacted by this corporation is:

(a) pool construction, repair and maintenance and other related matters.

(b) To manufacture, purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of

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Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To become guarantor or surety for any other person, firm, or corporation for any purpose or transaction whatsoever.

(h) To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the company.

(i) To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the directors may deem to be in the interest of the company.

(j) To enjoy all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

2. The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

### ARTICLE III - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

### ARTICLE IV - Initial Capital

The amount of capital with which this corporation will begin business is Five hundred and No/100 Dollars (\$500.00).

### ARTICLE V - Term

This corporation shall have perpetual existence.

### ARTICLE VI - Address

The post office address of the principal office of this corporation in the State of Florida is:

Gulfstream Pool Builders, Inc.  
4618 Fremont Street  
Jacksonville, FL 32210

The Board of Directors may from time to time move the office to any other place in Florida.

#### ARTICLE VII - Directors

This corporation shall have one director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

#### ARTICLE VIII - Initial Director

The name and post office address of the members of the first Board of Directors of the corporation is:

Kenneth E. Yancey, Jr.  
4616 Fremont Street  
Jacksonville, FL 32210

#### ARTICLE IX - Subscriber

The name and post office address of the subscriber of these articles is:

Kenneth E. Yancey, Jr.  
4616 Fremont Street  
Jacksonville, FL 32210

#### ARTICLE X - Registered Office and Registered Agent

The initial registered agent for the corporation is Michael Basford and the initial registered office of that agent and the corporation is 24 N. Market Street, Suite 404, Jacksonville, FL 32202.

#### ARTICLE XI - Preemptive Rights for Shareholders

All shareholders of stock in the corporation shall have preemptive rights.

#### ARTICLE XII

1. This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, and any right conferred upon the stockholders is subject to this reservation.

2. The initial by-laws of this corporation shall be adopted by the directors. The by-laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any by-law adopted by the stockholders.

3. Ownership of stock shall not be required to make any

person eligible to hold office either as an officer or director of this corporation.

4. The stockholders may, by by-law provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrances of the stock of this corporation as they may see fit.

5. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

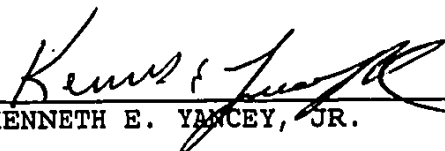
7. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

#### **ARTICLE XIII**

The corporation shall indemnify any director, officer or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is

made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to be in the interests of the corporation that such settlement be made and that such director, officer, or employees was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officers or employee may be entitled under any by-law, agreement, vote of shareholders or otherwise.

In witness whereof, I have hereunto set my hand and seal this 10th day of JUNE, 1997.

  
KENNETH E. YANCEY, JR.

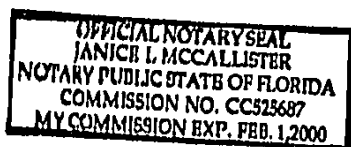
STATE OF FLORIDA  
COUNTY OF DUVAL

I hereby certify that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements personally appeared KENNETH E. YANCEY, JR., to me personally known ~~or provided as identification~~ and known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand and official seal at the County and State named above, this 10th day of June, 1997.

  
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**


Pursuant to Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

That **GULFSTREAM POOL BUILDERS, INC.** desiring to organize  
under the laws of the State of Florida, with its principal office  
at 4618 Fremont Street, Jacksonville, Florida 32210, as indicated  
in the Articles of Incorporation, County of Duval, State of  
Florida, has named **MICHAEL BASFORD**, as its agent to accept service  
of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above  
named corporation at the place designated in this certificate, I  
hereby accept to act in this capacity and agree to comply with the  
provisions of said Act relative to keeping open said office.

Dated this JUNE 10, 1997.

  
**MICHAEL BASFORD**  
Registered Agent

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TALLAHASSEE, FLORIDA