

CAPITAL CONNECTION, INC.

117 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (904) 222-8820 • 1-800-342-8062 • Fax (904) 222-1222

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Florida Spa Covers &
 Vinyl Specialties,
 Inc.

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[Signature]
 6/24

Signature

Requested by: *DR*
 Name: *DR* Date: *6/24* Time: *10:00*
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 RA Resignation
 Dissolution / Withdrawal
 Annual Report / Reinstatement
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 Photo Copy
 Certificate of Good Standing
 Certificate of Status
 Certificate of Filings Name
 Corp Record Search
 Officer Search
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 UCC-1 Release
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA SPA COVERS & VINYL SPECIALTIES, INC.

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TALLAHASSEE FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is **FLORIDA SPA COVERS & VINYL SPECIALTIES, 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, with an emphasis on manufacturing and distributing spa covers and spa accessory products.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

The duration of this Corporation is perpetual.

ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is 6261 39th Street North, Pinellas Park, FL 33781, County of Pinellas, State of Florida. The initial registered agent of this Corporation is JOSEPH A. DIVITO, ESQUIRE, 4514 Central Avenue, St. Petersburg, FL 33711, County of Pinellas, State of Florida and who is authorized to accept service of process within this state.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII
INITIAL DIRECTORS**

The names of the initial directors of this Corporation and street addresses are set forth below:

CATHY L. COOPER
6261 39th Street North
Pinellas Park, FL 33781

JACK D. JONES
6261 39th Street North
Pinellas Park, FL 33781

**ARTICLE VIII
INITIAL OFFICERS**

The names of the initial officers of this Corporation are set forth below:

CATHY L. COOPER

President/Secretary/Treasurer

JACK D. JONES

Vice President

The persons named as officers shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and is qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and street address of the persons signing these Articles of Incorporation as the Incorporator are set forth below:

CATHY L. COOPER
6261 39th Street North
Pinellas Park, FL 33781

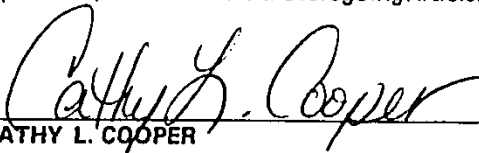
**ARTICLE X
BY-LAWS**

By-laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose.

**ARTICLE XI
AMENDMENT**

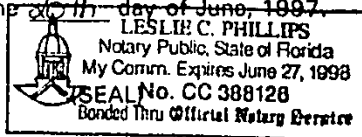
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and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


IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 20th day of June, 1997.


CATHY L. COOPER

STATE OF FLORIDA
COUNTY OF PINELLAS


BEFORE ME, a Notary Public, personally appeared CATHY L. COOPER, who is personally known to me to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 20th day of June, 1997.




NOTARY PUBLIC

ACCEPTANCE BY DESIGNATED REGISTERED AGENT

FLORIDA SPA COVERS & VINYL SPECIALTIES, INC., having designated JOSEPH A. DIVITO, ESQ., as its Registered Agent at the address located at 4514 Central Avenue, St. Petersburg, FL 33711, County of Pinellas, State of Florida, having been so named to accept service of process for said corporation at the place above indicated, does hereby accept the designation as Registered Agent and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


JOSEPH A. DIVITO, ESQUIRE
REGISTERED AGENT

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