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July 25, 1997

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

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-07/28/97--01131--007
***122.50 ***122.50

**Re: Filing Articles of Incorporation for
GREG WORCH POOLS, INC.**

Dear Division:

Enclosed for filing please find Articles of Incorporation for the above referenced corporation. Also enclosed please find my firm's trust account check in the amount of \$122.50, the required filing fee.

Please forward the copy to my office and if further information is needed please do not hesitate to contact me.

Very truly yours,

JOHN M. CAPPELLER, JR., P.A.

John M. Capper, Jr.

JMC/dr
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 PM 2:54

7/29/97

ARTICLES OF INCORPORATION
OF
GREG WORCH POOLS, INC.

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DIVISION OF CORPORATIONS
97 JUL 23 PM 3:54

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

ARTICLE I - NAME

The name of the corporation shall be GREG WORCH POOLS, INC. whose principal office and mailing address is 4334 Palo Verde Drive, Boynton Beach, Florida 33436.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) at \$1.00 par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is GREGORY WORCH, 4334 Palo Verde Drive, Boynton Beach, Florida 33436, and the undersigned subscriber, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these articles does hereby accept the appointment as Registered Agent and agree to act in this capacity. And does further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties of Registered Agent, and is familiar with and accepts the obligations of the position of Registered Agent.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time pursuant to the By-Laws but shall never be less than one. The name and address of the initial Board of Directors of this corporation is:

GREGORY WORCH	4334 Palo Verde Drive Boynton Beach, Florida 33436
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ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: GREGORY WORCH, 4334 Palo Verde Drive, Boynton Beach, Florida 33436.

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ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 24 day of July, 1997.

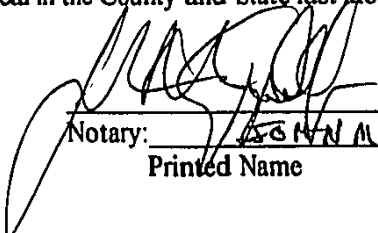

GREGORY WORCH
Incorporator and Registered Agent

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared GREGORY WORCH, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of July, 1997.

My Commission Expires:


Notary: _____
Printed Name JOHN M. CAPPELLER JR.

OFFICIAL NOTARY SEAL
JOHN M. CAPPELLER JR.
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC532805
MY COMMISSION EXP. FEB. 14, 2000