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MACKEY & MACKEY, P.A.

Peter J. Mackey
Board Certified in Business Litigation
Also Admitted in New York
Catherine Z. Mackey
Dianne Lee Hall
Certified Public Accountant
Kevin R. Lotters

Attorneys at Law

1402 Third Avenue West
Bradenton, FL 34205

Telephone: (941) 746-6225
Facsimile: (941) 748-6584

August 19, 1997

Reply To:

Post Office Box 9528

Bradenton, FL 34206-9528

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: G&S POOL SUPPLY, INC.

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-08/20/97--01083--015
***122.50 ***122.50

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation along with a Certificate of Designation for Registered Agent for the above reserved corporate name of G&S Pool Supply, Inc.

We have also enclosed a check in the amount of \$122.50 which covers: (a) the incorporation filing fee; (b) designation of the registered agent fee; and (c) fee relating to the return of a certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,

MACKEY & MACKEY, P.A.

Dianne Lee Hall
Dianne Lee Hall

FILED
97 AUG 20 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DLH/jc
Enclosures
cc: Client

AUG 21 1997

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ARTICLES OF INCORPORATION
OF
G & S POOL SUPPLY, INC.

97 AUG 20 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is G & S Pool Supply, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV

Authorized Shares. The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of common stock with a value of \$1.00 par value.

Stated capital. The sum of the value of all shares of common stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 5905 53rd Street East, Bradenton, Florida 34203, and the name of the initial registered agent at such address is Gary V. Geluso.

ARTICLE VI

The initial board of directors shall consist of four members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified is as follows:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Gary V. Geluso	4529 51st St. East	Bradenton, FL 34203
Joan E. Geluso	4529 51st St. East	Bradenton, FL 34203
Mindy L. Geluso	4529 51st St. East	Bradenton, FL 34203
Gary W. Geluso	4529 51st St. East	Bradenton, FL 34203

ARTICLE VIII

The name and address of the initial incorporator is as follows:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Gary V. Geluso	4529 51st St. East	Bradenton, FL 34203

ARTICLE IX

An affirmative vote of a majority of the outstanding shares of the corporation shall be required for any shareholder action.

ARTICLE X

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, with not less than a majority vote of the common stock.

ARTICLE XI

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors.

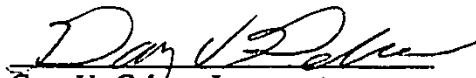
ARTICLE XII

The address of the principal office of the corporation is 5905 53rd Street East, Bradenton, Florida 34203.

ARTICLE XIII

The shareholders shall not be personally liable for the debts of the corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these articles of incorporation at the law office of Mackey & Mackey, P.A., 1402 Third Avenue West, Bradenton, Florida 34205, on the 15 day of August 1997.


Gary V. Geluso, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

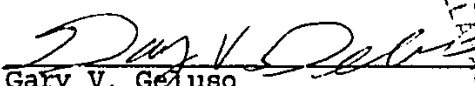
Pursuant to the provisions of Section 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and his Florida office:

1. The name of the corporation is: G & S Pool Supply, Inc.
2. The name and address of the registered agent and office is:

Name: Gary V. Geluso
Address: 5905 53rd Avenue East, Bradenton, FL 34203

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: August 15, 1997


Gary V. Geluso

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE