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TROMBLEY, LOBOZZO, SCHOMMER, DISLER & ACCORSI

ATTORNEYS AT LAW

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SEBRING TELEPHONE: (941) 385-5139
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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHAEL J. TROMBLEY, P.A.
Trial Practice General

JAMES V. LOBOZZO, Jr., P.A.
Trial Practice General

NICHOLAS G. SCHOMMER, P.A.
Trial Practice General
Criminal Law

MICHAEL M. DISLER
Real Property Law

ANTHONY A. ACCORSI
Marital Law
Trial Practice General

June 3, 1997

EFFECTIVE DATE

9-23-97

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-09/24/97--01054--004

*****70.00 *****70.00

RE: JIM TERRY JR. POOLS, INC.

Dear Sir/Madam:

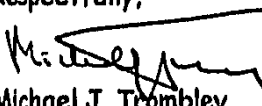
Enclosed herewith, for filing, are an original and one copy of the Articles of Incorporation for JIM TERRY JR. POOLS, INC. Please return one (1) certified copy of said Articles of Incorporation to this office.

Also enclosed is a check in the sum of One Hundred and Twenty Two Dollars and Fifty Cents (\$70.00) to cover the following costs:

Florida Corporation Fee \$35.00
Cert. of Registered Agent 35.00

Please mail the Certified Copy back to this office so that I may insert them in the Corporate Book and give it to our client. If you need further information, please advise. Thank you.

Respectfully,


Michael J. Trombley

P-Hall

SEP 25 1997

MJT/kmw
Enclosures

ARTICLES OF INCORPORATION
OF
JIM TERRY JR. POOLS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is JIM TERRY JR. POOLS, INC.

Article II - Duration

EFFECTIVE DATE
9-23-97

This corporation shall be perpetual commencing on the date of the execution and the acknowledgment of these articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

Article IV - Capital Stock

This corporation is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value common stock which shall be designated "common stock".

Article V - Preemptive 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 prorated 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 Office and Agent

The street address of the initial registered office of this corporation is 6402 U.S. 27 South, Sebring, Florida, 33870, and its principal office is located at 6402 U.S. 27 South, Sebring,

Florida, 33870 and the name of the initial registered agent of this corporation at that address is LOUIS BENEVIDES,

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and address of the initial directors of this corporation is James W. Terry, Jr., 6402 U.S. Hwy. 27 South, Sebring, Florida 33870.

Article VIII - Incorporator

The name and address of the person signing these Articles is James W. Terry, Jr., 6402 U.S. Hwy 27 South, Sebring, Florida, 33870.

Article IX - By-laws

The power to adopt, alter, amend or repeat by-laws shall be vested in the board of directors and shareholders.

Article X - Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names.

<u>Name</u>	<u>No. of Shares</u>	<u>Consideration</u>	<u>Par Value</u>
James W. Terry, Jr.	500	Five Hundred Dollars	\$1.00

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares

are first offered to the remaining shareholders of to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

Article XI - Director Quorum and Voting

One of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of one of the directors present, or if a director or directors have abstained from voting because of an interest in the matter upon which to be voted, the affirmative vote of one of the directors present and voting, shall be the act of the board of directors.

Article XII - Meetings by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

Article XIII - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any rights conferred upon the shareholders are subject to this reservation.

Article XIV - Liabilities of the Board of Directors

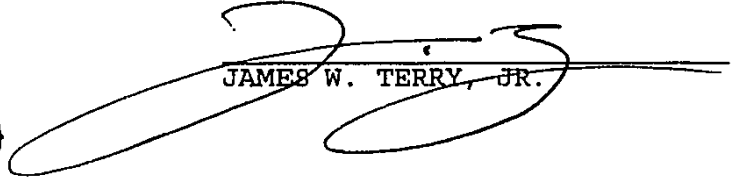
The private property of the shareholders of the corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscriptions for shares.

Each director, or officer, or former director or officer of this corporation, and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceedings or claim in which he is made a party by reason of his being, or having been, such director or officer, and any person who, at the request of this corporation, served as director or officer of another corporation in which this corporation owned corporate stock and his legal representatives, shall in like manner, be indemnified by this corporation; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceedings to have been liable for negligence or misconduct, in the performance of his duties as such director or officer.

The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer, (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking such action, any director involved shall be qualified to vote thereon, and if for this reason a quorum of the Board cannot be determined to vote on such matter, it shall be determined by a committee of three (3) persons

appointed by the shareholders at a duly called special meeting or any regular meeting, In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by shareholders, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board of Directors or committee. The right to indemnification shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

IN WITNESS WHEREOF, the undersigned subscriber has executed there Articles of Incorporation this 23rd day of September, 1997.


JAMES W. TERRY, JR.

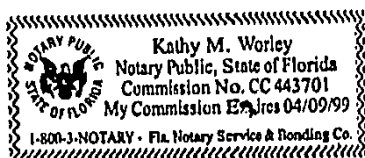
STATE OF FLORIDA }

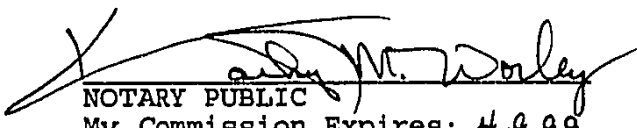
COUNTY OF HIGHLANDS }

BEFORE ME, an officer duly authorized to take acknowledgments in the state and county set forth above, personally appeared JAMES W. TERRY, JR. known to me and known by me to be the person who executed the foregoing Articles on Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23rd day of September, 1997.

(S E A L)




NOTARY PUBLIC

My Commission Expires: 4-9-99

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

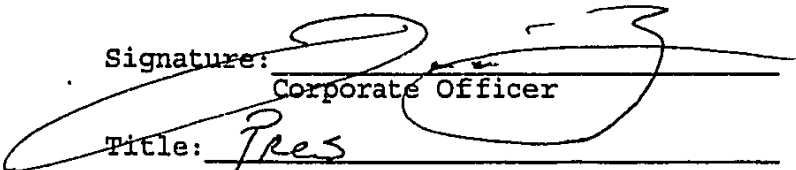
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 601.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is JIM TERRY JR. POOLS, INC.
2. The name and address of the registered agent and office is:

LOUIS BENEVIDES
6402 U.S. 27 South
Sebring, Florida 33870

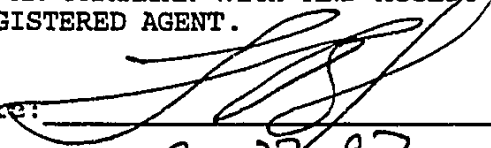
Signature: 

Corporate Officer

Title: Pres

Date: 9-23-97

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 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.

Signature: 

Date: 9-23-97