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WAYNE S. TIMMERMAN, P.A.  
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October 15, 1997

Secretary of State  
Corporations Division  
The Capitol  
Tallahassee, Florida 32301

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-10/27/97--01021--006  
\*\*\*122.50 \*\*\*122.50

Re: Aquaclear Pool & Spa Inc.

Gentlemen:

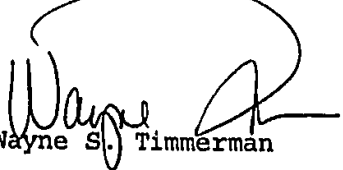
Enclosed is an original and one copy of the Articles of Incorporation to be filed with your office, for the captioned corporation.

Also, enclosed is my check payable to the Secretary of State in the amount of \$ 122.50 which represents the filing fee, Charter Tax and certificate of incorporation.

After this corporation has been filed and issued a charter Number, please return the original Certificate of Incorporation and a copy of the Articles to me along with your confirmation of filing.

Should you have any problems or questions concerning this matter, please contact me immediately at the telephone number listed above.

Sincerely yours,

  
Wayne S. Timmerman

WST/st  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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10-28-97  
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**ARTICLES OF INCORPORATION  
OF  
AQUACLEAR POOL & SPA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I - NAME**

The name of the corporation is AQUACLEAR POOL & SPA, INC. Whose business address is 3316 North Dale Mabry Highway, Tampa, Florida, 33629 and mailing address is 3316 North Dale Mabry Highway, Tampa, Florida 33629.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of the State of Florida.

**ARTICLE III - PURPOSES**

The purpose or purposes for which the corporation is organized is to remodel, construct, and maintain and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other laws, or by those Articles of

Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States or by the foreign country.

#### ARTICLE IV - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with a par value of \$ 1.00 per share.

#### ARTICLE V - QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the corporation's by-laws, all of the shares entitles to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address in Florida of the initial registered office of the corporation is 3316 North Dale Mabry Highway, Tampa, Florida 336\*\* and the name of the initial registered agent at such address is Randee Steinacker.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one Member, who need not be a resident of the State of Florida or shareholder of the corporation. The number of directors may be either

increased or diminished from time to time in the manner provided in the by-laws but shall never be less than one (1). 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:

Randee Steinacker, 3316 North Dale Mabry Hwy, Tampa, Florida 33629

Dino Savorelli, 3316 North Dale Mabry Hwy, Tampa, Florida 33629

**ARTICLE VIII - INCORPORATOR**

The name and address of the initial incorporator is:

Dino Savorelli, 3316 North Dale Mabry Hwy, Tampa, Florida 33629

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Tampa, Hillsborough County, Florida on this 2 day of ~~September~~  
October, 1997.



Dino Savorelli  
Incorporator

STATE OF FLORIDA  
COUNTY OF Hillsborough

THE FOREGOING was acknowledged before me by Dino Savorelli personally known to me, this 2 day of ~~September~~  
October, 1997.

  
Notary Public, State of Florida

My Commission Expires:  
\_\_\_\_\_



increased or diminished from time to time in the manner provided in the by-laws but shall never be less than one (1). 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:

Randee Steinacker, 3316 North Dale Mabry Hwy, Tampa, Florida 33629

Dino Savorelli, 3316 North Dale Mabry Hwy, Tampa, Florida 33629

**ARTICLE VIII - INCORPORATOR**

The name and address of the initial incorporator is:

Dino Savorelli, 3316 north Dale Mabry Hwy, Tampa, Florida 33629


IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Tampa, Hillsborough County, Florida on this 29 day of September, 1997.



Dino Savorelli  
Incorporator

STATE OF FLORIDA  
COUNTY OF Hillsborough

THE FOREGOING was acknowledged before me by Dino Savorelli personally known to me, this 29 day of September, 1997.

  
Notary Public, State of Florida

My Commission Expires:  
\_\_\_\_\_




SUZANNE A. TIMMERMAN  
COMMISSION # CC 667657  
EXPIRES JUL 29, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

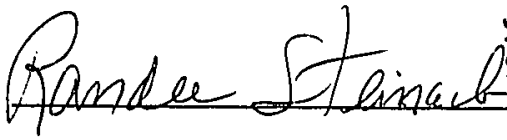
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

That AQUACLEAR POOL & SPA, INC. desiring to organize to  
qualify under the laws of the state of Florida, with its principal  
place of business in City of Tampa, County of Hillsborough, State  
of Florida, has named Randee Steinacker as its agent to accept  
service of process within Florida.

  
Dino Savorelli

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I  
hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and  
complete performance of my duties.

DATED this 29 day of September, 1997.

  
Randee Steinacker

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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