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November 5, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

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-11/07/97--01042--011
*****70.00 *****70.00

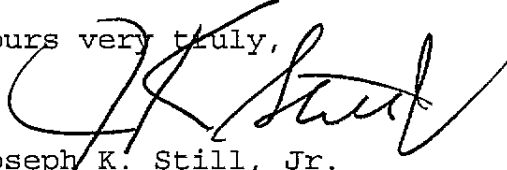
RE: Incorporation of
HOERBER POOLS, SPAS & WATERFEATURES, INC.

Dear Sirs:

Please find enclosed an original and one copy of the Articles of Incorporation for HOERBER POOLS, SPAS & WATERFEATURES, INC. along with a check in the amount of \$70.00 for the filing of same.

Thank you for your assistance and cooperation in this matter.

Yours very truly,


Joseph K. Still, Jr.

JKS/jld

FILED
97 NOV - 7 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-11-7-97

ARTICLES OF INCORPORATION
OF

HOERBER POOLS, SPAS & WATERFEATURES, INC.

FILED
97 NOV -7 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be HOERBER POOLS, SPAS & WATERFEATURES, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) and shall have no par value.

ARTICLE IV

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in IRC § 1361(c)(2) (or its successor section). In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE V

The street address of the initial registered office of the corporation is 115 Landward Drive, Jupiter, Florida 33477 and the name of its initial registered agent at such address is Dennis K. Hoerber. The principal office and mailing address of the corporation is 115 Landward Drive, Jupiter, Florida 33477.

ARTICLE VI

The name and post office address of each incorporator is:

NAME

ADDRESS

Kathleen F. Hoerber

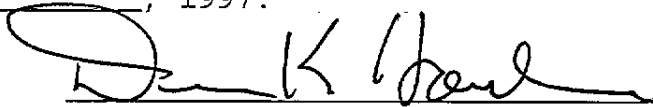
115 Landward Drive
Jupiter, Florida 33477

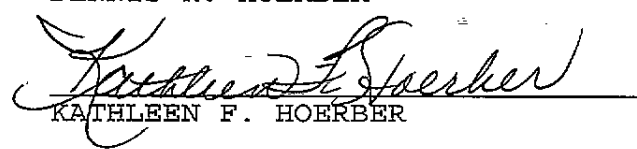
Dennis K. Hoerber

115 Landward Drive
Jupiter, Florida 33477

EXECUTED by the undersigned at West Palm Beach, Florida, this

5th day of November, 1997.


DENNIS K. HOERBER


KATHLEEN F. HOERBER

STATE OF FLORIDA

COUNTY OF PALM BEACH

SS.

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared **DENNIS K. HOERBER** and **KATHLEEN F. HOERBER** to me known to be the persons described in and who executed the foregoing Articles of Incorporation of **HOERBER POOLS, SPAS & WATERFEATURES, INC.** and they acknowledged before me that they executed the same freely and voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of November, 1997.

Jennifer L. Denby
Notary Public
Commission No.:
Commission Expires:



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

IN COMPLIANCE with Section 607.0501 Florida Statutes, the following is submitted:

FIRST, that HOERBER POOLS, SPAS & WATERFEATURES, INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of West Palm Beach, State of Florida, and has named Dennis K. Hoerber located at 115 Landward Drive, Jupiter, Florida 33477 its agent to accept service of process within Florida.

HOERBER POOLS, SPAS & WATERFEATURES, INC.



DENNIS K. HOERBER

HAVING BEEN named to accept service of process by 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 4th day of November, 1997.



DENNIS K. HOERBER

FILED
97 NOV -7 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA