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LAW OFFICES OF

N. Richard Schopp, P.A.

881 N.E. Prima Vista Boulevard
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Telephone: (561) 878-4120
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November 26, 1997

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: R & R Pools, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of the above corporation, along with a check in the amount of \$122.50, representing the following:

Filing Fees	\$35.00
Certified copy	\$52.50
Registered Agent Designation	\$35.00

\$122.50

Thank you for your time and attention to this matter.

Sincerely yours,


N. Richard Schopp

NRS:cc
Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC -1 AM 7:54

FILED

97 12-3-97

ARTICLES OF INCORPORATION
of
R & R POOLS, INC.

FILED
97 DEC -1 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation
under Chapter 607, of the laws of the State of Florida.

I

NAME OF CORPORATION

The name of this corporation shall be: R & R POOLS, INC.
The address of the principal office of this corporation shall be:
450 S.W. Cabot Ave., Port St. Lucie, FL 34953 and the mailing
address shall be the same.

II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful
activities or business permitted under the laws of the United
States, the State of Florida or any other state, country,
territory or nation.

III

CAPITAL STOCK

The maximum number of shares of stock that this corporation
is authorized to have outstanding at any one time shall be 1000
shares of common stock having one dollar \$1.00 par value per
share.

IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

V

REGISTERED AGENT

The address of this corporation's initial registered office
is 450 S.W. Cabot Ave., Port St. Lucie, FL 34953, and the name
of its initial registered agent at said address is Richard A.

Smith.

VI

INCORPORATOR

The name and address of the Incorporator is as follows:

Richard A. Smith, 8222 Sandpine Circle, Port St. Lucie, FL 34952

VII

OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Russell Hager
450 S.W. Cabot Ave.
Port St. Lucie, FL 34953

President, Treasurer

Richard A. Smith
8222 Sandpine Circle
Port St. Lucie, FL 34952

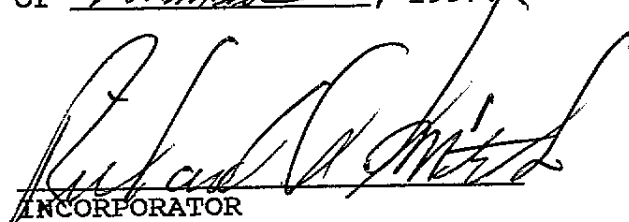
Vice President, Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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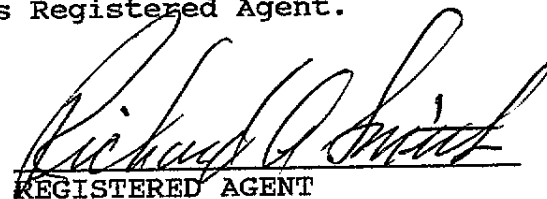
FILED

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal this 25 day of November, 1997.


INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I hereby accept designation as Registered Agent.



REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared Richard A. Smith, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Port St. Lucie in said County and State, this 25 day of NOVEMBER, 1997.



NOTARY PUBLIC, State of
Florida

My Commission Expires:

