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December 2, 1997

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

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****122.50 ****122.50

RE: A & L Pools and Spas, Inc.

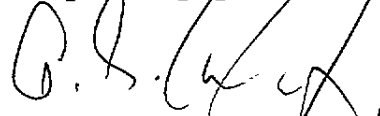
Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for the above which we would appreciate your filing and returning the certified copy to the writer.

Also enclosed for filing is an Acceptance of Appointment as Registered Agent.

Our check in the amount of \$122.50 is enclosed to cover the costs.

Very truly yours,



A. G. CONDON, JR.
For the Firm

AGCjr:ms
Encl.

FILED
97 DEC -4 PM 2:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

nm
12-5-97

ARTICLES OF INCORPORATION

OF

A & L POOLS AND SPAS, INC.

FILED

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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 AND PRINCIPAL OFFICE

The name of this corporation is A & L POOLS AND SPAS, INC. and its principal office is located at 3278 Laurel Drive, Gulf Breeze, Florida 32561.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon the sale 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 pro rata share thereof (as nearly as may be done without the 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 this corporation's initial registered office is 3278 Laurel Drive, Gulf Breeze, Florida 32561 and the name of this corporation's initial registered agent is D. LARRY GREMILLION.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two, whose name(s) and address(es) is(are) listed below:

D. Larry Gremillion
3278 Laurel Drive
Gulf Breeze, FL 32561

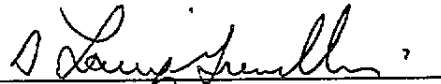
Thomas A. Stuller
3041 Westfield Avenue
Gulf Breeze, FL 32561

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator is D. LARRY GREMILLION, 3278 Laurel Drive, Gulf Breeze, Florida 32561.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ____ day of December, 1997.


D. Larry Gremillion

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority in and for said State and County personally appeared D. LARRY GREMILLION, to me well known to be the person described in and who freely and voluntarily subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State
and County aforesaid this 2nd day of December, 1997.

Martha L Silverwood

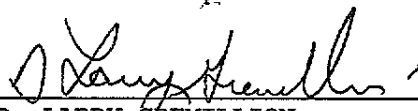
(Printed Name of Notary)	OFFICIAL NOTARY SEAL
Commission Expires	MARTHA L SILVERWOOD
Commission No.	COMMISSION NUMBER
	CC652640
	MY COMMISSION EXPIRES
	JUNE 27, 2001

STATE OF FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, D. LARRY GREMILLION, am familiar with and hereby accept the appointment as Registered Agent for A & L POOLS AND SPAS, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this
____ day of December, 1997.



D. LARRY GREMILLION

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA