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REAL PROPERTY LAW
CORPORATION AND BUSINESS LAW
INTERNATIONAL LAW

December 10, 1997

P97000106025

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32301

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****122.50 ****122.50

Attention: Corporate Filing

Re: Articles of Incorporation for
Elliott Pool Construction, Inc.

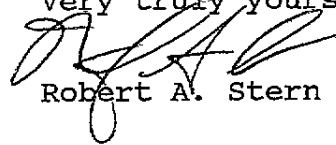
Dear Sir:

Please find enclosed an original and one copy of the proposed Articles of Incorporation for the above captioned corporation together with a check in the amount of \$122.50, broken down as follows:

1. Filing fee	\$ 35.00
2. Certified copy fee	52.50
3. Registered Agent fee	<u>35.00</u>
TOTAL	\$122.50

Please certify and return to me one copy of the Articles of Incorporation at your earliest convenience.

Very truly yours,


Robert A. Stern

RAS/njl
Enc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ELLIOTT POOL CONSTRUCTION, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be

ELLIOTT POOL CONSTRUCTION, INC.

ARTICLE II

Existence

This corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business to be transacted by this corporation shall be to manufacture, purchase, or otherwise acquire, and own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in property of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance, cooperative association, fraternal benefit society, state fair or exposition.

To the same extent as natural persons might or could do, to purchase, or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses, or privileges necessary, convenient or appropriate for any of the purposes

herein expressed.

To engage in any activity or business permitted under the laws of the United States and of this state.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the state of Florida, or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV

Capital Stock

The aggregate number of shares that the corporation shall have the authority to issue is 500 shares of common stock with a par value of one dollar (\$1.00) per share. Each share of stock shall be entitled to one (1) vote, noncumulative, and shall be subject to such restrictions on transfer thereof as may be hereafter adopted by the stockholders and directors of this corporation.

ARTICLE V

Initial Capital

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI

Principal Place of Business

The principal place and office of this corporation shall be 17730 Northwest 20th Avenue, Newberry, Florida 32669. The Board of Directors, may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

Directors

This Corporation shall have one (1) Director, initially. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII

Initial Directors

The following is the name and post office address of the initial director, who, subject to the provisions of these Articles of Incorporation and the By-Laws hereinafter adopted, shall serve as Directors of the corporation until successors are elected:

MICHAEL D. ELLIOTT
17730 Northwest 20th Avenue
Newberry, Florida 32669

ARTICLE IX

Subscribers

The following is the name and post office address, and amount of shares subscribed to by the subscriber to these Articles of Incorporation:

MICHAEL D. ELLIOTT
17730 Northwest 20th Avenue
Newberry, Florida 32669

500 SHARES

TOTAL 500 SHARES

ARTICLE X

Indemnification of Officers and Directors

The corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who, at the request of the Board of Directors of the corporation may serve, or at any time have served as Directors or Officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or Officers or a Director or Officer of the corporation, or of such other corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under the law, by-laws, agreements, vote of stockholders, or otherwise.

ARTICLE XI

Registered Office

The registered office of this corporation is:

17730 Northwest 20th Avenue
Newberry, Florida 32669

ARTICLE XII

Designation and Acceptance of Registered Agent

The Registered Agent for this corporation shall be MICHAEL D. ELLIOTT, who is a resident of the State of Florida.

The Board of Directors may from time to time, designate a different Registered Agent, provided that the proper papers are filed with the Office of the Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of the State of Florida.

The undersigned hereby accepts the above designation of Registered Agent and agrees to perform all required duties of a Registered Agent.


MICHAEL D. ELLIOTT

ARTICLE XIII

Conflict of Interest

No contract or other transaction between the corporation and one or more officers or between the corporation and any other corporation, firm or association in which one or more of the officers of the corporation are Directors or Officers or are financially interested shall be either void or voidable because the officer concerned is present at the meeting of the stockholders, or a committee of it, that authorized or approves the contract or transaction or that his vote is counted for the authorization or approval or for a quorum; provided the fact of the common office holding or financial interest is disclosed or known to the stockholders of the corporation.

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TALLAHASSEE, FLORIDA

ARTICLE XIV

Pre-emptive Rights

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro-rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring

on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Gainesville, Alachua County, Florida, on the 10th day of December, 1997.

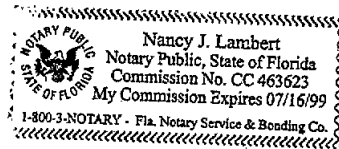
Michael D. Elliott
MICHAEL D. ELLIOTT

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me on this 10th day of December, 1997, by MICHAEL D. ELLIOTT, who is personally known to me or who has produced His Drivers License as identification.

Nancy J. Lambert
Notary Public, State of Florida
Name Printed, Typed or Stamped:

Serial No.



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TALLAHASSEE, FLORIDA