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FLORIDA DIVISION OF CORPORATIONS
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FROM: GREENBERG TRAUIG (WEST PALM BEACH)
CONTACT: JUDITH EQUELS OR JAN CRANK
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NAME: CRAFTMASTER CUSTOM POOLS, INC.

AUDIT NUMBER.....H97000021229

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
CRAFTMASTER CUSTOM POOLS, INC.

ARTICLE I - NAME

The name of this corporation is Craftmaster Custom Pools, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

1130 S. Powerline Road, #104
Deerfield Beach, FL 33442

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of \$.01 par value common stock, which shall be designated "Common Stock."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Phillip T. Ridolfo, Jr., Esq.
777 S. Flagler Dr., #300E
West Palm Beach, FL 33401
(561) 650-7900
FL Bar # 0963275

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ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Phillip T. Ridolfo, Jr., Esq.
777 S. Flagler Drive, #300E
West Palm Beach, FL 33401

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Phillip T. Ridolfo, Jr., Esq.
777 S. Flagler Drive, #300E
West Palm Beach, FL 33401

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas C. Reardon	1130 S. Powerline Road, #104 Deerfield Beach, FL 33442

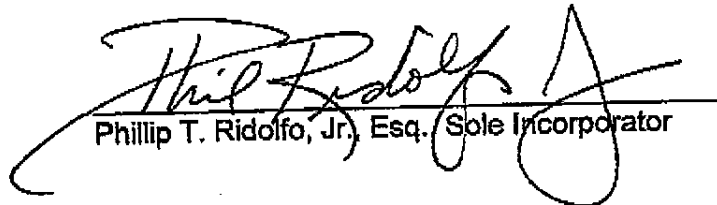
ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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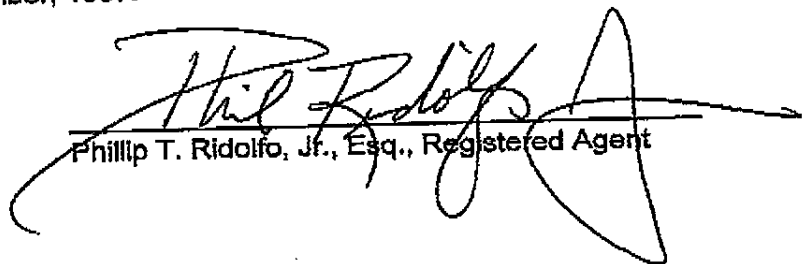
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of December, 1997.


Phillip T. Ridolfo, Jr., Esq. Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 23rd day of December, 1997.


Phillip T. Ridolfo, Jr., Esq., Registered Agent

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