



ACCOUNT NO. : 072100000033

REFERENCE : 658479

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : January 6, 1998

ORDER TIME : 11:13 AM

ORDER NO. : 658479-005

CUSTOMER NO: 5217A

CUSTOMER: Ms. Wendy Ritter  
JOSEPH PERLMAN, ESQ

Belcher Place  
1101 Belcher Road, Suite B  
Largo, FL 34641

500002391665--8

DOMESTIC FILING

NAME: CAPARELE POOL & SUPPLIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -6 AM 8:22

RECEIVED  
98 JAN -6 PM 2:45  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -6 AM 8:22

ARTICLES OF INCORPORATION  
OF  
CAPARELE POOL & SUPPLIES, INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

CAPARELE POOL & SUPPLIES, INC.

The address of the principal office of this corporation shall be 5052 Orange Grove Way, Palm Harbor, Florida 34648, and the mailing address of the corporation shall be the same.

ARTICLE 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Joseph Caparele

5052 Orange Grove Way  
Palm Harbor, FL 34648

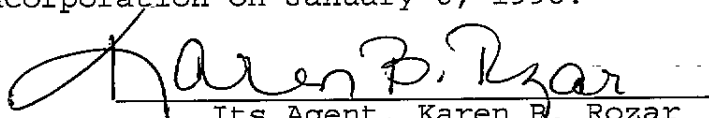
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DIVISION OF CORPORATIONS  
98 JAN -6 AM 8:22

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on January 6, 1998.

  
Its Agent, Karen B. Rozar  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Its Agent, Karen B. Rozar

Authorized Service Representative  
Corporation Service Company

LRD/JON A BOWLING