

P980000003342

Joanne F. Killeen
2133 - 5th Avenue North
St. Petersburg, Florida 33713

January 6, 1998

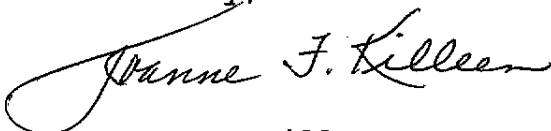
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

9000002395039--8
-01/09/98--01020--003
****122.50 ****122.50

Enclosed is a check in the amount of \$122.50, and the Articles of Incorporation for Aqua Tech Pools, Inc. Please send one certified copy back to this office.

Thank you.

Sincerely,



Joanne F. Killeen

enclosures

FILED
98 JAN -9 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 1/13/98

ARTICLES OF INCORPORATION
OF
AQUA TECH POOLS, INC.

FILED
98 JAN -9 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, 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 OF CORPORATION

The name of the corporation shall be Aqua Tech Pools, Inc.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to provide service, maintenance, and sales of swimming pools and spas and supplies related to same, and any other activities or business permitted under the laws of the United States and the State of Florida, including:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, 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, fraternal benefit society, state fair or exposition.

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

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate 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 capitol 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 the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III **CAPITOL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 par value.

ARTICLE IV **TERMS OF EXISTENCE**

This corporation is to exist perpetually.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The initial street address in this state of the principal office of this corporation is 4410 - 6th Ave. N., St. Petersburg, Pinellas County, Florida 33713. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI
DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VII
INITIAL DIRECTORS

The names and street addresses of the initial Directors are:

Choice E. Wilkins, 4410 - 6th Ave. N., St. Petersburg FL 33713
Rosalie Wilkins, 4410 - 6th Ave. N., St. Petersburg FL 33713

The initial directors will also serve as the initial officers of the corporation, as follows:

President: Choice E. Wilkins
Secretary/Treasurer: Rosalie Wilkins

ARTICLE VIII
SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

Choice E. Wilkins and Rosalie Wilkins, as joint owners with rights of survivorship, 500 shares; total consideration \$500.00.

ARTICLE IX
REGISTERED AGENT

The initial designation of the registered office of this corporation shall be 2133 - 5th Ave. N., St. Petersburg, Florida 33713, and the registered agent shall be Joanne F. Killeen.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY 
REGISTERED AGENT


ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

FILED
98 JAN -9 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we, the incorporators above named, have
hereunto set our hands and seals this 29 day of December 1997.

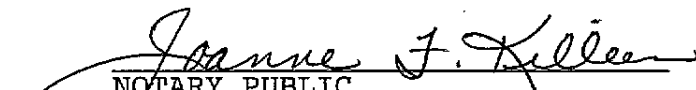

CHOICE E. WILKINS


ROSALIE WILKINS

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Choice E. Wilkins and Rosalie Wilkins, who did not take an oath, and who did present Florida State drivers licenses as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 29 day of December 1997.


NOTARY PUBLIC



JOANNE F. KILLEEN
COMMISSION # CC 497369
EXPIRES OCT 23, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
98 JAN -9 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA