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Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32301

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-01/28/98--01077--014
*****70.00 *****70.00

RE: M & T of ST. PETERSBURG, INC.

Gentlemen:

Enclosed is an original and a copy of the Articles of Incorporation for the above referenced company and a copy of the Certificate of Domicile.

Also enclosed is our check in the amount of \$70.00 to cover the various fees. Please send an acknowledgment of receipt of these monies.

Very truly yours,

Michael D. Conway

Michael Conway

10596- 67th Ave N., #2
Seminole, FL
33772

FILED
98 JAN 28 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

01-21-98

98-29-98

EFFECTIVE DATE

01-21-98

FILED

98 JAN 28 PM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

M & T of ST. PETERSBURG, INC.

1. NAME: The name of this corporation is: M & T OF ST. PETERSBURG, INC.
2. DURATION: The period of its duration is perpetual.
3. PURPOSE: The purpose is to engage in sale of pools and home improvements permitted under the laws of the United States and of Florida.
4. CAPITAL STOCK: The corporation is authorized to issue 7,500 shares of \$1.00 per value common stock.
5. INITIAL REGISTERED AGENT AND OFFICE: The street address of its initial registered agent is: 10596 - 67TH Ave. N., #2 SEMINOLE, FL 33772 and the name of its initial registered agent at said address is: MICHAEL CONWAY.
6. MAILING ADDRESS OF CORPORATION: The complete mailing address of the Corporation is:

M & T of St. Petersburg, Inc.
10596 - 67th Avenue N., #2
Seminole, FL 33772

7. INITIAL BOARD OF DIRECTORS: This corporation shall have one director, initially, and the name and address of the initial director is: Michael Conway at 10596 - 67th Avenue N., #2 Seminole, FL 33772.
8. INCORPORATOR: The name and address of the person signing these Articles of Incorporation is: Michael Conway at 10596 - 67th Avenue N., #2 Seminole, FL 33772.
9. EFFECTIVE DATE: These Articles are to be effective 01/21/98.

DATED: 1-13-98

Michael Conway
Michael Conway

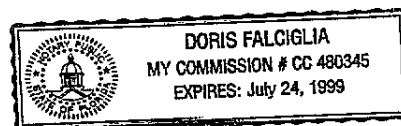
STATE OF FLORIDA
COUNTY OF PINELLAS

I hereby certify, that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Michael Conway, to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of Jan 1998.

Doris Falciglia
NOTARY PUBLIC

My Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That M & T of St. Petersburg, Inc., desiring to organize under the laws of the State of Florida with its principle offices located, as indicated in the Articles of Incorporation in the City of Seminole, County of Pinellas, State of Florida, has named Michael Conway located at 10596 - 67th Avenue N., #2, in the City of Seminole, County of Pinellas State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY:

Michael D. Conway
(Resident Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

01-21-98