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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: PETER J. JAENSCH, P.A.

ACCT#: 105065002440

CONTACT: P. CHRISTOPHER JAENSCH

PHONE: (941)366-9841

FAX #: (941)923-8356

NAME: POOL AMERICA PROPERTIES & SERVICES, INC.

AUDIT NUMBER.....H98000004712

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

POOL AMERICA PROPERTIES & SERVICES, INC.

ARTICLE I - Name

The name of the corporation is POOL AMERICA PROPERTIES & SERVICES, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100,000 shares of \$1.00 par value stock.

ARTICLE V - Principal Office

The street address and the mailing address of the corporation's initial principal office are 613 Baronet Lane, Holmes Beach, FL 34217.

ARTICLE VI - Initial Registered Office and Agent

The street address and the mailing address of the initial Registered Office is 3400 S. Tamiami Trail, Suite 303, Sarasota, Florida 34239, and the initial Registered Agent of this corporation at that address is P. Christopher Jaensch.

Prepared by:
P. Christopher Jaensch
3400 S. Tamiami Trail Suite 303
Sarasota, Florida 34239
(941) 366-9841
Florida Bar#: 72044

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ARTICLE VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is as follows:

Michael Klotz
613 Baronet Lane
Holmes Beach, FL 34217

ARTICLE VIII - Incorporator

The name and address of the incorporator of this corporation is P. Christopher Jaensch, 3400 S. Tamiami Trail, Suite 303, Sarasota, Florida 34239

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 10th day of March, 1998.



P. Christopher Jaensch

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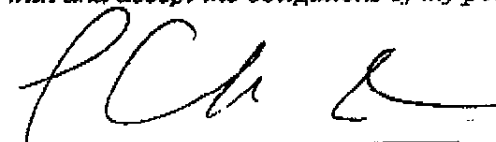
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: POOL AMERICA PROPERTIES & SERVICES, INC.
2. The name and address of the registered agent and office is:

P. Christopher Jaensch
3400 S. Tamiami Trail, Suite 303
Sarasota, Florida 34239

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



P. Christopher Jaensch

3-10-98

Date

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