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ATTORNEYS AT LAW

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P98000032686

April 6, 1998

Via Overnight

Secretary of State
State of Florida
Corporation Department
409 E. Gaines Street
Tallahassee, Florida 32399

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-04/08/98--D1088--003
****122.50 ****122.50

Re: Fathom Pools, Inc.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance, and please do not hesitate to call me if you have any questions.

Very truly yours,


J. KEVIN DRAKE

JKD/tlp
Encls.

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98 APR -8 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FATHOM POOLS, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

FATHOM POOLS, INC.
4438 Maygog Road
Sarasota, Florida 34233

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4438 Maygog Road, Sarasota, Florida 34233, and the name of the initial registered agent of this Corporation at that address is GROVE LEE BOLT.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

GROVE LEE BOLT
Address:
4438 Maygog Road
Sarasota, Florida 34233

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO
BOARD OF DIRECTORS**

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

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

GROVE LEE BOLT
4438 Maygog Road
Sarasota, Florida 34233

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

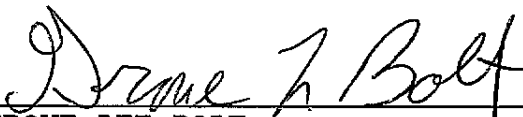
ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 6th day of April, 1998.



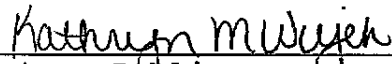
GROVE LEE BOLT
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 6th day of April, 1998, by GROVE LEE BOLT who is personally known to me or who produced _____ as identification and who did not take an oath.



Kathryn M Wujek
My Commission CC600886
Expires November 11, 2000



Notary Public
Print Name: KATHRYN M Wujek
My Commission expires: 11/11/00
[SEAL]

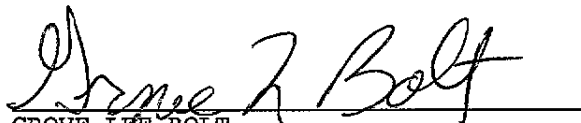
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That FATHOM POOLS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Sarasota, County of Sarasota, State of Florida, has named GROVE LEE BOLT, located at 4438 Maygog Road, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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




GROVE LEE BOLT
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 6th day of April, 1998, by GROVE LEE BOLT, who is personally known to me or who has produced _____ as identification and who did not take an oath.



Kathryn M Wujek
My Commission CC600886
Expires November 11, 2000



NOTARY PUBLIC
Print Name: KATHRYN M. WUJEC
My Commission expires: 11/11/00
[SEAL]

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED