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LAW OFFICE

JOSEPH H. CHUMBLEY
3862 CENTRAL AVENUE, SUITE A
ST. PETERSBURG, FL 33711

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April 17, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002493535--0
-04/20/98-01056-008
*****70.00 *****70.00

Re: BINGHAM BROTHERS, INC.

Dear Gentlemen:

Enclosed please find an original set of Articles of Incorporation along with one copy.

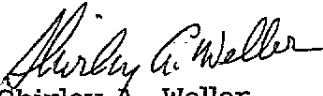
Also enclosed please find a check in the amount of \$70.00.

Please file the same as soon as possible.

We have enclosed a self-addressed stamped envelope in which to return to us a stamped copy.

Thank you for your consideration with regards to this matter. If you have any questions please do not hesitate to contact our office.

Sincerely,


Shirley A. Weller
Secretary
enc(s)

FILED
98 APR 20 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEN

APR 21 1998

ARTICLES OF INCORPORATION
OF
BINGHAM BROTHERS, INC.

FILED
98 APR 20 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, hereby make, subscribe, acknowledge and file this certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

BINGHAM BROTHERS, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in the business of selling and repairing swimming pools and anything associated therewith allowed under the laws of the State of Florida.

B. To have one or more offices, conduct its business and promote its objects without or within the State of Florida, other states, the District of Columbia, territories, possessions and dependencies of the United States, and in foreign countries without restriction as to place and amount.

C. For any of the purposes of the corporation to enter into, make and perform contracts of every kind for the lawful purposes, firm and association or corporation, municipal political country territory, state, government or colony or dependency thereof, and without limitation to borrow money and contract debts when necessary in the transaction of its business for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specific time or times, secured or unsecured, from time to time, for monies borrowed or in payment for any of the other objects or purposes of this corporation.

D. To joint or consolidate with, to enter into agreements and cooperative relations contemplating the use of this corporation name or in contravention of law with any other persons, firms, associations or corporations, governmental, municipal or otherwise, in connection with carrying out of or for any of the purposes of this corporation.

E. To do all and everything necessary and proper for the accomplishment of any and all of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and powers of this corporation; and it

is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III

MAXIMUM SHARES OF STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time shall be Ten Thousand (10,000) shares of Common Stock, par value of One Dollar (\$1.00) per share.

ARTICLE IV

SALE, TRANSFER, ETC. OF STOCK

The stockholders of this corporation shall have the right to enter into agreements by and between themselves and between the corporation and themselves, whether individually or jointly, relative to the sale, assignment, transfer, pledge, encumbrance or option of any type of stock in the corporation, or any part thereof; and any such agreement shall be binding on and control any such sale, assignment, transfer, pledge or option of any type for and during the existence of any such agreement.

ARTICLE V

AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00). The capital stock may be paid in lawful money of the United States in whole or in part; or if the Board of Directors shall so determine, may be paid in property, labor or services at a just

valuation thereof to be fixed by the Board of Directors at a regular meeting of the Board or at a meeting to be called for such purposes.

ARTICLE VI

PRINCIPAL OFFICE

The initial post office address of the principal office of this corporation in the State of Florida shall be 3862 Central Avenue, Suite A, St. Petersburg, FL 33711. The Board of Directors may, from time to time, move its principal place of business to any other address in Florida, and may provide and establish such branch offices in such locations as they may see fit.

ARTICLE VII

CORPORATE EXISTENCE

The term for which this corporation shall exist is and shall be perpetual.

ARTICLE VIII

NUMBER OF DIRECTORS

The Board of Directors of this corporation shall not be less than one (1) nor more than five (5), one of whom may be elected Chairman of the Board by a majority of the chosen at an annual meeting of the stockholders of this corporation. Vacancies in the Board of Directors shall be filled by the members of the Board of Directors remaining in the office until the next election.

ARTICLE IX

NAMES AND ADDRESSES OF BOARD DIRECTORS

The names and addresses of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation by Bylaws and the laws of the State of Florida, shall hold office for the first year next after this incorporation is effected or until their successors are elected and qualified as follows:

DAVID L. BINGHAM	8129 23rd Avenue N. St. Petersburg, FL 33710
FREDRICK J. BINGHAM	8129 23rd Avenue N. St. Petersburg, FL 33710
CONNIE J. BENEDICT	8129 23rd Avenue N. St. Petersburg, FL 33710

ARTICLE X

NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber to this Certificate of Incorporation are as follows:

DAVID L. BINGHAM President	8129 23rd Avenue N. St. Petersburg, FL 33710
FREDRICK J. BINGHAM Vice-President	8129 23rd Avenue N. St. Petersburg, FL 33710
CONNIE J. BENEDICT Secretary/Treasurer	8129 23rd Avenue N. St. Petersburg, FL 33710

ARTICLE XI

OFFICERS

The above-named persons shall be the officers of this corporation at the beginning of the corporation and until their

successors shall be duly elected and qualified.

ARTICLE XII

STOCKHOLDERS VOTE

Every Stockholder of Common Stock of record shall be entitled, at each meeting of the stockholders of this corporation, and upon each proposal presented at such meeting, to one (1) vote for each and every share of stock standing in his name on the books of this corporation.

ARTICLE XIII

OFFICERS AND TERMS

The officers of this corporation shall be President, one or more Vice-Presidents, a Secretary and a Treasurer, all of which shall be elected by the Board of Directors at the time and in the manner provided in the Bylaws, shall hold their respective offices for one (1) year or until their successors are duly elected and qualified; and shall have such powers and duties as may be prescribed by the Bylaws, or determined by the Board of Directors. Any persons may hold two (2) or more offices, except that the President shall not also be Secretary or Assistant Secretary of the said corporation.

ARTICLE XIV

AMENDMENTS

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 stockholder's meeting, by a majority of the stockholders entitled to vote


CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

First - that BINGHAM BROTHERS, INC., a corporation duly
organized and existing under the laws of the State of Florida
with its principal place at 3862 Central Avenue, Suite A, St.
Petersburg, County of Pinellas, State of Florida, has named
DAVID L. BINGHAM as its agent to accept service of process
within Florida.

Dated: 4-15-98


FREDRICK J. BINGHAM
Vice-Pres/Director


CONNIE J. BENEDICT
Sec-Treas/Director

Having been named to accept service of process for the
above-named corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper performance of my duties.


DAVID L. BINGHAM
Registered Agent

thereon.

IN WITNESS WHEREOF, the subscribers have hereunto set
their seals this 15 day of April 1998.

NOTARY PUBLIC - STATE OF FLORIDA
PATRICIA C. CRAWFORD
COMMISSION # CC586199
EXPIRES 10-2-2000
BONDED THRU
AMERICAN SURETY ASSOCIATES
NOTARY #1

David L. Bingham
DAVID L. BINGHAM

Fredrick J. Bingham
FREDRICK J. BINGHAM

Connie J. Benedict
CONNIE J. BENEDICT

FILED
98 APR 20 AM 9:40
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

I HEREBY CERTIFY that on this day personally appeared
before me, a Notary Public in and for the State of Florida at St.
Petersburg, well known to me to be the persons described in and
who executed the foregoing Articles of Incorporation, and they
and each of them severally acknowledged before me that they
signed and executed said Articles of Incorporation for the use
and purposes therein set forth.

WITNESS my hand and official seal at St. Petersburg,
Pinellas County, State of Florida, this 15 day of April
1998.

Patricia C. Crawford
Notary Public