

P98000047433

Andrew C. Williams
623 N. Jefferson Avenue
Sarasota, FL 34237

May 8, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: H2O Pool Care, Inc.

EFFECTIVE DATE
5-21-98

FILED
98 MAY 26 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find two originals of Articles of Incorporation for the above Corporation. Also enclosed is a check, in the amount of \$122.50, covering the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00

600002535396--6
-05/26/98-01092-002
****122.50 ****122.50

Total Fees \$122.50

Please return a certified copy of the Articles of Incorporation to my attention.

Sincerely,



Andrew C. Williams
President

Enclosures: 3

TA-5/28/98

FILED

98 MAY 26 AM 8:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-21-98

Articles of Incorporation of H2O Pool Care, Inc.

Article I - Name

The name of the corporation is: H2O Pool Care, Inc.
The principal office and mailing address is: 623 N. Jefferson Ave.,
Sarasota, FL 34237

Article II - Existence

This corporation shall commence existence on the date of execution
and acknowledgment of these Articles.

Article III - Purpose

The general purpose for which this corporation is organized shall
be the transacting of any or all lawful business for which corporations
may be incorporated under the provision of Chapter 607, Florida
Statutes.

Article IV - Capital Stock

This Corporation is authorized to issue 10,000 shares of common
stock, each having a par value of \$1.00. The stock will be classified
as 1244 Stock for Internal Revenue Purposes.

Article V - Initial Registered Office and Agent and Incorporator

The street address of the initial registered office of this
corporation is 623 N. Jefferson Ave., Sarasota, FL 34237.
and the name of the initial registered agent of this corporation at
that address is Andrew C. Williams.

Articles VI - Initial Board of Directors

This corporation shall have one (1) director initially. The
number of directors may be increased or decreased from time to time by
the By-Laws but there shall always be at least one director. The name
and address of the initial director of this corporation is:

NAME

ADDRESS

Andrew C. Williams

623 N. Jefferson Ave.
Sarasota, FL 34237

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98 MAY 26 AM 8:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VII -- Incorporation

The name and address of the person signing these Articles of Incorporation is: Andrew C. Williams, 623 N. Jefferson Ave., Sarasota, FL 34237.

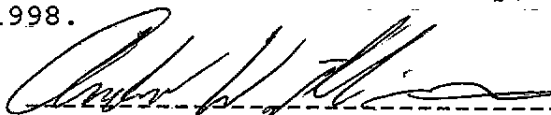
Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in either the Board of Directors of the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders specifically provided that the By-Laws is not subject to alterations, amendment or repeal by the Board of Directors.

Articles IX - Indemnification

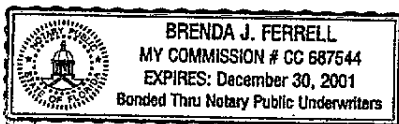
This corporation shall indemnify any officer or director, or any former officer or director, the full extent permitted by law.

WITNESS my hand and seal at Sarasota, Sarasota County, Florida, on this the 5 day of 21, 1998.



STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this the 21st day of May, 1998.



NOTARY

Brenda J. Ferrell
Produced FL DL # W452-003-
Acceptance 67-006-0

The undersigned, having been designated in the foregoing Articles of Incorporation, the Agent, hereby agrees to accept said designation.

