

*Zacur & Graham, P.A.*  
Attorneys and Counselors at Law

RICHARD A. ZACUR  
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OF COUNSEL  
WILLIAM H. FLEECE\*\*  
\*\*COURT CERTIFIED MEDIATOR AND  
ARBITRATOR (FEDERAL AND STATE)

May 11, 1998

800002523208--5  
-05/14/98-01046--002  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 33214

Re: AQUA TECH POOL SERVICES, INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation and one (1) copy for Aqua Tech Pool Services, Inc. Please file the enclosed and return a certified copy of the Articles to me at your earliest convenience. I have enclosed my check in the amount of \$122.50 to cover the filing fee and certified copy fee.

Should you have any questions please give me a call.

Very truly yours,

ZACUR & GRAHAM, P.A.



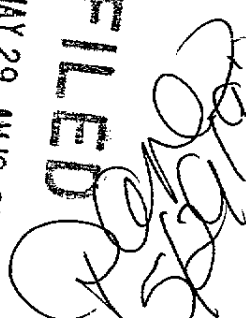
PETER D. GRAHAM

PDG/twg  
Enc.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

98 MAY 29 AM 10: 37

FILED



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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 15, 1998

ZACUR & GRAHAM, P.A.  
PETER D. GRAHAM, ESQUIRE  
POST OFFICE BOX 14409  
ST. PETERSBURG, FL 33733

SUBJECT: AQUA TECH POOL SERVICES, INC.  
Ref. Number: W98000011136

We have received your document for AQUA TECH POOL SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 698A00027261

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OF COUNSEL  
WILLIAM H. FLEECE\*\*  
\*\*COURT CERTIFIED MEDIATOR AND  
ARBITRATOR (FEDERAL AND STATE)

May 29, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 33214

Re: W98000011136

Dear Sirs:

Enclosed please find the original Articles of Incorporation and one (1) copy for Catalina Pool Services, Inc. Please file the enclosed and return a certified copy of the Articles to me at your earliest convenience. A check was forwarded to you previously but the name selected was not available. I have enclosed a copy of your correspondence for your reference.

Should you have any questions please give me a call.

Very truly yours,

ZACUR & GRAHAM, P.A.



PETER D. GRAHAM

PDG/twg  
Enc.

ARTICLES OF INCORPORATION  
OF  
CATALINA POOL SERVICES, INC.

FILED  
98 MAY 29 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

The name of this corporation is CATALINA POOL SERVICES, INC.

ARTICLE II

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

ARTICLE III

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

ARTICLE IV

The street address of the initial principal and registered office of this corporation is 5200 Central Avenue, St. Petersburg, Florida 33707, the mailing address is the same, and the name of the initial registered agent of this corporation at that address is PETER D. GRAHAM.

ARTICLE V

This corporation shall have one director initially. The number of directors may be decreased or increased from time to time by the bylaws, but shall not be less than one. The name and address of the initial director of this corporation is:

PETER D. GRAHAM  
5200 Central Avenue  
St. Petersburg, Florida 33707

ARTICLE VI

The name and address of the person signing these Articles of Incorporation

is:

PETER D. GRAHAM  
5200 Central Avenue  
St. Petersburg, Florida 33707

ARTICLE VII

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 29 day of May, 1998.

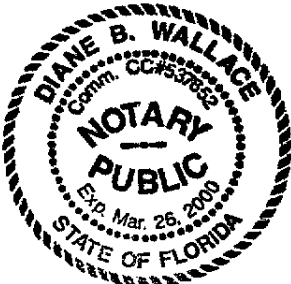
*Peter D. Graham*  
PETER D. GRAHAM

STATE OF FLORIDA     )  
  ) ss.  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of May, 1998, by PETER D. GRAHAM, who are personally known to me.

*Diane B. Wallace*  
Notary Public  
Diane B. Wallace  
TYPED\PRINTED NAME OF NOTARY

My commission expires;



REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent of the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity.

  
PETER D. GRAHAM

**FILED**  
98 MAY 29 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA