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May 28, 1998

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

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-06/01/98--01139--005
*****70.00 *****70.00

Re: Articles of Incorporation of Brite-Water Pools, Inc.

Ladies and Gentlemen:

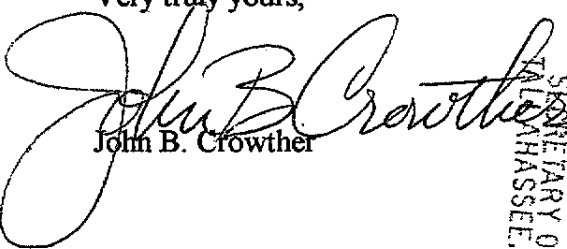
Enclosed herewith please find an original and photocopy of the Articles of Incorporation, and Registered Agent Certificate for the above-referenced corporation, together with my check in the amount of \$70.00, representing the filing fee.

After this document has been filed, please forward the photocopy to my office, with the filing number and date of filing stamped thereon. I have enclosed an addressed and stamped envelope for your convenience.

Should you have any questions regarding the enclosed document, please do not hesitate to contact my office.

Thanking you for your assistance, I am

Very truly yours,


John B. Crowther

JBC:ntm
Encl:a/s

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98 JUN -1 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-6/2/98

ARTICLES OF INCORPORATION

OF

BRITE-WATER POOLS, INC.

THE UNDERSIGNEDS, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes and the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is BRITE-WATER POOLS, INC.

ARTICLE II

Duration

The term of existence of this corporation is perpetual.

ARTICLE III

Purpose

The corporation may transact any and all business for which corporations may lawfully be incorporated under the Florida Business Corporation Act.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock which the corporation has the authority to issue is ONE HUNDRED (100) shares, all of which shall be common shares with a par value of ONE DOLLAR (\$1.00) each. Common stock of the corporation shall be issued as "Small Business Corporation" stock, in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

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TALLAHASSEE, FLORIDA

ARTICLE V

Pre-Emptive Rights Granted

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation, and any securities of the corporation convertible into, or carrying a right to subscribe to or acquire, shares of any such unissued or treasury shares.

ARTICLE VI

Registered Office

The street address of the initial Registered Office of the corporation is 749 East Lehigh Drive, Deltona, Florida 32738, and the name of the initial Registered Agent is JOHN A. CLARK.

ARTICLE VII

Directors

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE VIII

Incorporator

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
JOHN A. CLARK	749 East Lehigh Drive Deltona, FL 32738
CHARLENE L. BOWMAN	749 East Lehigh Drive Deltona, FL 32738

IN WITNESS WHEREOF, the undersigneds have hereunto subscribed
their names, this 28th day of MAY, 1998.

John A. Clark
John A. Clark

Charlene L. Bowman
Charlene L. Bowman

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly
authorized in the State and County aforesaid to administer oaths
and take acknowledgments, personally appeared JOHN A. CLARK and
CHARLENE L. BOWMAN, who are personally known to me or who produced
Florida Driver's License No. C462-461-55-343-0 & B530 112 61 761 0 as
identification, and they acknowledged that they executed the same
for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of
May, 1998.

Margaret S. Crowther
Notary Public, State of FL

My commission expires:



MARGARET S. CROWTHER
MY COMMISSION # CC418282 EXPIRES
November 2, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVING PROCESS WITHIN THIS STATE AND NAMING AN
AGENT UPON WHOM PROCESS MAY BE SERVED**


THE FOLLOWING is submitted in compliance with Chapter 48.091,
Florida Statutes (1998), as amended:

BRITE-WATER POOLS, INC., a corporation organizing under the
Laws of the State of Florida, with its principal office at 749
East Lehigh Drive, Deltona, Florida 32738, and its Registered
Office at that same address, has named JOHN A. CLARK, as its agent
to accept process within this State.

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-
named corporation at the place designated as the Registered Office
in this certificate, I hereby accept said designation and agree to
act in this capacity, and further agree to comply with the
provisions of said statute relative to keeping open said
Registered Office.

DATED this 28th day of MAY, 1998.


John A. Clark
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA