



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 845422 8739A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigott

ORDER DATE : June 5, 1998

ORDER TIME : 11:07 AM

ORDER NO. : 845422-005

CUSTOMER NO: 8739A

CUSTOMER: Jonathan Shepard, Esq
SIEGEL LIPMAN DUNAY & SHEPARD,
LLP
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -5 PM 1:56

600002549226--9

DOMESTIC FILING

NAME: POOLS ACROSS AMERICA, INC.

EFFECTIVE DATE: ...

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: ...

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED
98 JUN -5 PM 12:11
DIVISION OF CORPORATIONS
8/5/98

**ARTICLES OF INCORPORATION
OF
POOLS ACROSS AMERICA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -5 PM 1:56

**ARTICLE 1
NAME**

The name of this Corporation is Pools Across America, Inc.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 1499 W. Palmetto Park Road, Suite 400, Boca Raton, Florida 33486.

**ARTICLE 3
MAILING ADDRESS**

The mailing address of this Corporation shall be 1499 W. Palmetto Park Road, Suite 400, Boca Raton, Florida 33486.

**ARTICLE 4
PURPOSES AND POWERS**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is Ten Million (10,000,000) shares of Common Stock, having a par value of ONE CENT (\$.01) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1499 W. Palmetto Park Road, Suite 400, Boca Raton, Florida 33486, and the name of the initial registered agent of this Corporation at that address is Leland M. Morris.


ARTICLE 7
INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Leland M. Morris.

ARTICLE 8
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

4 The undersigned Incorporator has executed these Articles of Incorporation this day of June, 1998.



Leland M. Morris, Incorporator

**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
POOLS ACROSS AMERICA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -5 PM 1:56

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

Pools Across America, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Leland M. Morris, located in Palm Beach County at 1499 W. Palmetto Park Road, Suite 400, Boca Raton, Florida 33486, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated 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 and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.



Leland M. Morris