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TRANSMITTAL LETTER

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

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-05/05/98--01082--005
*****70.00 *****70.00

June 4, 1998

SUBJECT: Pool Heaters of Florida, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$70.00.

FROM:

Smitty Smith & Associates, Inc.
Attention: Ms. Smitty Smith
3802 Ehrlich Road, Suite #210
Tampa, Florida 33624

FILED
98 JUN -5 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS
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ARTICLES OF INCORPORATION
OF
Pool Heaters of Florida, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Pool Heaters of Florida, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

22452 Willow Lakes Dr.
Lutz, FL 33549

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Ms. Smitty Smith
3802 Ehrlich Road, Suite 210
Tampa, Florida 33624

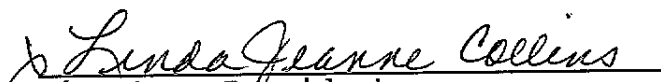
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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Linda Jeanne Collins
22452 Willow Lakes Dr.
Lutz, Florida 33549
President

The undersigned has (have) executed these Articles of Incorporation this Fourth day of June 1998.


Signature President
Linda Jeanne Collins

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

Pool Heaters of Florida, Inc.

2. The name and address of the registered agent and office is:

Ms. Smitty Smith
3802 Ehrlich Road, Suite #210
Tampa, Florida 33624

Signature *Jeanne*
Linda Collins

Title: President, Linda Jeanne Collins

Date: 06/04/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature *Smitty Smith*

Date: 06/04/98

REGISTERED AGENT FILING FEE: \$35.00

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TALLAHASSEE, FLORIDA