



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 912088 80356A

AUTHORIZATION

Patricia Pignatelli

COST LIMIT : \$ 122.50

ORDER DATE : July 31, 1998

ORDER TIME : 11:49 AM

ORDER NO. : 912088-005

CUSTOMER NO: 80356A

400002604634--8

CUSTOMER: Robert M. Lipshutz, Esq
ROBERT M. LIPSHUTZ, ESQ

3613 Del Prado Boulevard S.

Cape Coral, FL 33904

DOMESTIC FILING

NAME: BEARFOOT POOLS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
RECEIVED
98 JUL 31 PM 3:58
98 JUL 31 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA
DIVISION OF CORPORATION

7
JUL 31 1998
[Signature]

ARTICLES OF INCORPORATION
OF
BEARFOOT POOLS, INC.

FILED
98 JUL 31 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of a corporation under the laws of the State of Florida and Florida Statutes Chapter 607, hereby sets forth and declares that:

Article I

The name of the Corporation shall be Bearfoot Pools, Inc..

Article II

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

Article III

The aggregate number of shares which the Corporation shall have authority to issue shall be 100 shares of \$1.00 par value common stock. The Shares shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may determine. The Shares shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The Articles shall be effective upon filing with the Secretary of State and the Corporation shall have a perpetual existence.

Article V

The principal place for the transaction of the Corporation's business shall be 329 S.E. 21st Avenue, Cape Coral, Florida 33990. The Corporation shall also have the right and authority to do business at such other place or places within or without the State of Florida as the Corporation may designate.

Article VI

The Corporation shall have a Board of Directors of not less than one or more than three directors which number may be increased or decreased. The number of directors shall be established by the Shareholders at their annual meeting or at any special meeting called for such purpose unless the number is fixed by the Bylaws.

Article VII

The initial Board of Directors shall consist of one member. The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders or until his successors shall have been elected and qualified is:

Patrick Morgan
329 S.E. 21st Avenue
Cape Coral, Florida 33990

Article VIII

The name and address of the Incorporator is:

Patrick Morgan
329 S.E. 21st Avenue
Cape Coral, Florida 33990

Article IX

The amount of indebtedness or liability which the Corporation may subject itself to at any time shall be unlimited.

Article X

The address of the registered office of the Corporation is 3613 Del Prado Boulevard, Cape Coral, Florida 33904 and the name of the registered agent of the Corporation at that address is Robert M. Lipshutz.

Article XI

Each Shareholder, upon the sale for cash of any new stock of

the Corporation, shall have the right to purchase his pro rata share thereof (without issuance of fractional shares) at the price at which it is offered to others.

Article XII

The Bylaws of this Corporation shall be adopted by the Board of Directors. The Bylaws may be amended by either the Shareholders or the Directors. The Shareholders may amend, alter or repeal any bylaw adopted by the Directors. The Directors may not alter, amend or repeal any bylaw adopted by the Shareholders nor may the Directors adopt bylaws which would be in conflict with the Bylaws adopted by the Shareholders.

Article XIII

Any subscriber or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XIV

Each director and officer of the Corporation, whether then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or other proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the Corporation, said expenses to include attorney's fees and the cost of reasonable settlements made with a view to curtailing the costs of litigation, except in relation to matters as to which

he finally shall be adjudged in any such action, suit or other proceeding to have been derelict in the performance of his duty as an officer or director. The right of indemnification shall not be exclusive of any other rights which he may be entitled to as a matter of law and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

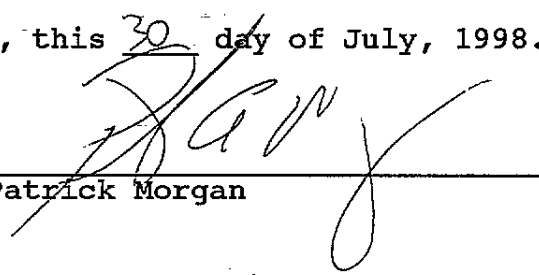
Article XV

A director or officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any Corporation of which any director or officer is a shareholder, officer or director is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved either by a vote of a majority of a quorum of the Board, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer or director of a corporation so interested or by the written consent or by the vote of any shareholders meeting of the holders of record of a majority of all the outstanding shares of stock in the Corporation entitled to vote nor shall any director or officer be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of

the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer or director, was interested in such transaction or contract. Nothing herein shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

In witness whereof, the undersigned being the Incorporator for the purpose of forming a corporation under the laws of the State of Florida does make, subscribe, acknowledge and file these Articles of Incorporation, hereby certifying that the facts stated therein are true.

Executed at Cape Coral, Florida, this 30 day of July, 1998.

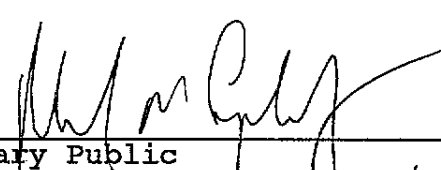


Patrick Morgan

State of Florida
County of Lee

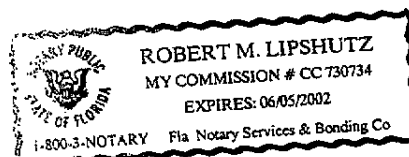
The foregoing Articles of Incorporation were acknowledged before me this 30 day of July, 1998 by Patrick Morgan who is personally known to me.

My commission expires:



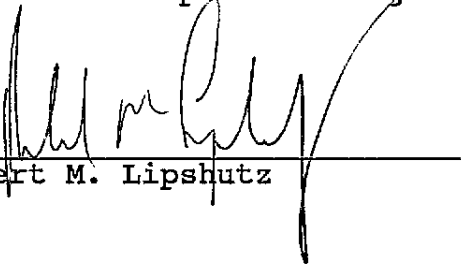
Notary Public

Print: Robert M. Lipshutz



**STATEMENT OF REGISTERED AGENT PURSUANT TO
FLORIDA STATUTE SECTION 607.0501**

I, Robert M. Lipshutz, hereby accept the appointment of myself as registered agent for Bearfoot Pools, Inc., and I am familiar with and accept the obligations of that position.


Robert M. Lipshutz

FILED
98 JUL 31 PM 3:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA