

LAW OFFICES OF JAMES J. EGAN

7960 ARLINGTON EXPRESSWAY
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July 24, 1998

FILED
98 JUL 29 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32301

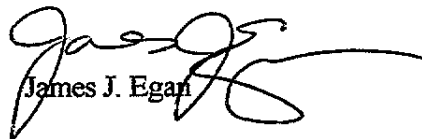
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**RE: Atlantic Coast Pool Service, Inc.
Articles of Incorporation**

Dear Sir or Madame:

Enclosed herein, please find the Articles Of Incorporation for Atlantic Coast Pool Service, Inc. and a check for the filing of this corporation. If you have any questions, please call our office at any time. Thank you for your attention to this matter.

Very truly yours,


James J. Egan

JJE/ei
Enclosures

F. CHESSER AUG 3 1998

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ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

ATLANTIC COAST POOL SERVICE, INC.

I. **CORPORATE NAME:** This corporation shall be known as:

ATLANTIC COAST POOL SERVICE, INC.

II. **MAILING ADDRESS AND PRINCIPAL OFFICE ADDRESS:** The address of the principal office and mainlin address of the corporation shall be:

Mailing address:	and	Principal business office
615 N. 11th Street Jacksonville Beach, FL 32250		13997-4 Beach Blvd. JACKSONVILLE, FL 32224

III. **AUTHORIZED SHARES:** The number of shares this corporation is authorized to issue is one Hundred (100) shares of common stock with a par value of one dollar (\$1.00).

IV. **PREEMPTIVE RIGHTS:** Should this corporation authorize the issuance of additional shares, the Articles Of Incorporation shall be amended to address the issue of preemptive rights.

V. **SHAREHOLDERS:** The name and address of the initial shareholders and the number of shares issued to each shall be:

RON DOWNS	100 SHARES
615 N. 11th Street	
Jacksonville Beach, FL 32250	

VI. **BOARD OF DIRECTORS:** The name and address of the individuals who shall serve on the board of directors:

DIRECTORS:

RON DOWNS
615 N. 11th Street
Jacksonville Beach, FL 32250

VII. REGISTERED AGENT: The corporation's initial registered agent and initial registered office is as follows:

JAMES J. EGAN
7960 Arlington Expressway
Suite 630
Jacksonville, FL 32211

VIII. INCORPORATOR: The name and address of each incorporator is as follows:

RON DOWNS
615 NORTH 11TH STREET
JACKSONVILLE BEACH, FL 32250

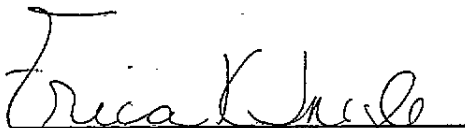
IX. PURPOSE OF CORPORATION: The purpose for which this corporation is organized is to transact all lawful business.

X. OATH OF INCORPORATOR:

Before me personally appeared RONALD DOWNS who after being duly sworn states that the facts and matters contained herein in the Articles Of Incorporation are true and correct.


RONALD DOWNS

SWORN TO AND SUBSCRIBED to me this 20th day of JULY, 1998.


Notary Public, State of Florida

Personally Known _____



ERICA K. INGLE
MY COMMISSION # 00465815 EXPIRES
May 21, 1999
BONDED THRU TROY FAIR INSURANCE, INC.


I.D. Produced:

D520-725-65-014-0

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XI. ACCEPTANCE BY REGISTERED AGENT:

I, JAMES J. EGAN, Esquire, hereby accepts appointment as the registered agent for ATLANTIC COAST POOL SERVICES, INC., pursuant to the provisions of §607.0501(3), Florida Statutes. The undersigned further states that he is familiar with and accepts the obligations of that position.


JAMES J. EGAN, ESQUIRE