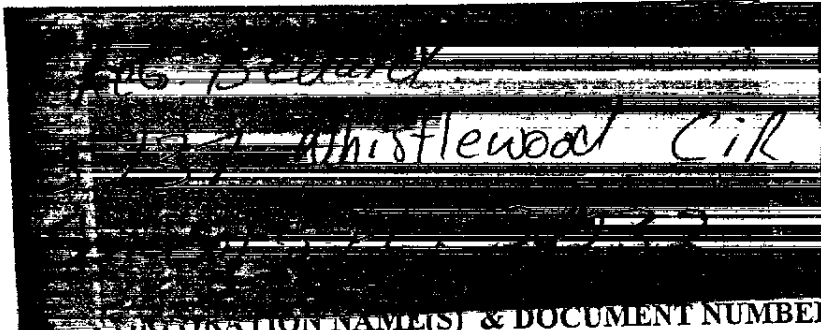


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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

APPROVED
AND
FILED
98 AUG -3 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 7 1998

Examiner's Initials

Articles of Incorporation
Of
Paradise Pools
Service & Equipment Inc.

APPROVED
AND
FILED
98 AUG -3 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State

State of Florida

Tallahassee, FL. 32314

The undersigned natural persons of the age of 18 years or more, for the purpose of forming a corporation under the Florida Business Code, Adopts the following Articles of Incorporation.

Article One

The name of the corporation is: Paradise Pools, Service & Equipment Inc.

Article Two

The address of the corporation's registered office in the state of Florida is: 5737 Whistlewood Circle, Sarasota, Florida, 34232, and the name of the corporation's initial registered agent at such address is: Reginald Bedard.

Article Three

The aggregate number of shares, including all classed of stock, which the corporation shall have authority to issue is one thousand shares (1,000) of common stock with a per value of one dollar (\$1.00) per share. There shall be no limitation upon the pre-emptive right of any shareholder to acquire additional shares of the corporation.

Article Four

The name and place of residence of the Incorporator are as follows:

Reginald Bedard
5737 Whistlewood Circle,
Sarasota, Florida, 34232

Article Five

The number of directors to constitute the Board of Directors is one,(1).

Article Six

The duration of the corporation is perpetual.

Article Seven

The nature of the business and the objects and purposes for which the corporation is formed and which may be transacted, promoted and carried on by the corporation are to do any and all of the hereinafter-mentioned things, as well as those provided for by law, as fully and to the same extent as natural persons might or could do, to-wit.

1. To engage in cleaning of pools, and pool filters, and maintaining of the pool pumps, Chemical treatment of the pool water, installing of pool lights, and drain covers, skimmers, and baskets. Servicing and/or selling of pool equipment, such as; vacuums, brushes, hoses, poles, pumps, and all means, without any limitation.
2. To purchase or otherwise acquire, own, hold, improve, develop, lease, sell or otherwise dispose of and/or each and every kind and description.
3. To borrow or raise money for any purpose of the corporation and to secure the same and the interest accruing on any such loan, indebtedness or obligation of the corporation, and

for that or any other purpose, to pledge, hypothecate or charge all or any part of the present or hereafter acquired property, rights and franchises of the corporation, real, personal, mixed or of any character whatsoever, subject only to limitations specifically imposed by law.

4. To purchase and acquire as a going concern or otherwise the business, good will, rights and property permits and licenses and all or any part of the assets and liabilities of any other person, firm, syndicate, association or corporation.

5. To draw, make, accept, endorse, discount, guarantee, execute and issue promissory notes, bills of exchange, checks, drafts, warrants, bills of lading, warehouse receipts, and all kinds of obligations and certificates of negotiable or transferrable instruments.

6. To borrow money and contract debts for any of the purposes of the corporation, including the acquisition of property and to issue bonds, coupons, debentures, debenture stock notes, trust receipts, or other securities or other obligations or evidences of indebtedness therefore, and to secure the same by pledge, mortgage, deed of trust, or otherwise of the whole or any part of the real or personal property of the corporation, or to issue bonds, debentures, notes, trust receipts or other securities or other obligations of or evidences of indebtedness without security.

7. To loan money, and to take notes, trust receipts or

other obligations or evidences of indebtedness therefore either without security or secured by debentures, bonds, mortgages, deeds of trust, pledges or otherwise.

8. To enter into, make, perform and carry out or cancel and rescind any contract or contracts for any lawful purpose, with any person, corporation, organization, firm, association, government or any agency or subdivision thereof, and to do all or any of the things herein enumerated alone for its own account, or for the account of others, or as the agent of others, or in association with others, or by or through others.

9. To procure the prosecution, defense, and settlement of actions of law or in equity.

10. To have one or more offices and to conduct its business, carry on operations and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, colonies, dependencies and protectorates of the United States and in foreign countries, without restriction as to place, manner or amount, but subject to the laws of such state, district, territory, colony dependency, protectorates or country.

11. To do any and all things hereinabove set forth, and, in addition, such other acts and things as are necessary, convenient, or proper for, or incidental to, the attainment of the purposes and objects of the corporation, or any of them, to the extent and as fully and freely as natural persons lawfully might or could do done by a corporation organized under the

Florida Business Code, and in general, to carry on any other business in connection therewith otherwise not being forbidden by the laws of the State of Florida and with all the powers conferred upon corporations by the laws of the State of Florida.

12. It is intended that each of the foregoing clauses shall be construed as objects, purposes and powers and it is hereby expressly provided that the foregoing enumeration shall not be held to limit or restrict in any manner the powers of the corporation, and it is intended that the purposes, objects and powers specified in each of the clauses of this ARTICLE SEVEN of these articles of Incorporation shall, except as otherwise expressly provided, in no way limited to, restricted by reference to, or inference under, the terms of any other clause of the Article or of any other Article of these Articles of Incorporation, but that, except as otherwise expressly provided, each of the purposes, objects and powers specified in this Article and each of the Articles of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

Article Eight

The Articles of Incorporation of this corporation may be amended, altered or repealed only upon the vote of two-thirds (2/3) of the outstanding stock of the corporation at the time of vote.

The By-Laws of the corporation may be amended, altered or repealed only upon vote of three-fifths (3/5) of the members of the Board of Directors.

Article Nine

The private property of the shareholders of this corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

Article Ten

Each director or officer, or former director or officer of this corporation and his legal representatives, shall be indemnified by the corporation against expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonable incurred in connection with, or arising out of, any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, in which he was or is a party or is threatened to be made a party by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, provided, that the corporation shall indemnify such director or officer with respect to any matter only if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation. Each director or officer, or former director or officer, and his legal

representatives, shall be indemnified by the corporation against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favour by reason of the fact that he is or was a director or officer, or is or was serving at the request of the corporation as a director or officer of another corporation, provided that the corporation shall indemnify such director or officer with respect to any matter only if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonable entitled to indemnity for such expenses which the court shall deem proper.

The indemnification herein provided for, however, shall apply only in respect to any amount paid in compromise of any such action, suit or proceeding asserted against such director or officer, provided that the Board of Directors shall have first approved such proposed compromise settlement and upon a

determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in the Article. The determination of whether such applicable standard of conduct has been met shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or, if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

Article Eleven

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner as hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

APPROVED
AND
FILED

98 AUG -3 AM 10:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Witness Whereof, these Articles of Incorporation have been signed this 28 day
of JULY, 1998.

I Reginald Bedard hereby am familiar with and accept the duties and responsibilities as
registered agent for Paradise Pools, Service & Equipment Inc.

Reginald Bedard
Incorporator

Reginald Bedard
Registered Agent

State of Florida)
) ss.
County of SPRING)

I, MATTHEW CLEARY, a Notary Public in and for the above named County
and State, do hereby certify that on the 28 day of JULY, 1998, personally
appeared before me Reginald Bedard, be me first duly sworn, and declared that he is the
person who signed the foregoing instrument as Incorporator, and that the statements
therein contained are true.

Matthew Cleary
Notary Public

