

P98000069584

TJ. ROPP ACCOUNTING SERVICES INC
Accounting and Taxes
PO Box 5887
Sarasota FL 34277-5887
(941) 926-7990
(941) 923-9554 Fax

8 July 1998

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee FL 32314

Re: Manasota Pools & Spas Inc
% TJ Ropp Accounting Services Inc
PO Box 5887
Sarasota FL 34277-5887

100002584921--6

-07/10/98--01028--006

*****70.00 *****70.00

Ladies and Gentlemen

Enclosed herewith please find two originals of the Articles
of Incorporation for Manasota Pools & Spas Inc Inc. Also
enclosed our check for \$70.00 to cover costs.

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Total	\$ 70.00

If there should be any questions or problems, please do not
hesitate to call us.

Sincerely

John G Ropp
John G Ropp

Enclosures
2 orig art of inc
ck for \$70.00

jgr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
98 AUG 10 AM 7:28

RP
08/19/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 13, 1998

JOHN G. ROPP
P.O. BOX 5887
SARASOTA, FL 34277-5887

SUBJECT: MANASOTA POOLS & SPAS INC
Ref. Number: W98000015741

We have received your document for MANASOTA POOLS & SPAS INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 398A00037068

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION OF

Manasota Pools & Spas Inc

ARTICLE I - Name

The name and address of the Corporation is:

Manasota Pools & Spas Inc
4310 Manfield Dr
Venice, Fl 34293

ARTICLE II - Existence

This Corporation shall commence existence on the date of execution and acknowledgment of these articles.

ARTICLE III - Purpose

The general purpose for which this Corporation is organized shall be the transacting of any or all lawful business which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

This Corporation is authorized to issue 500 shares of common stock, each having a par value of \$ 1.00.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 4310 Manfield Dr., Venice, Fl 34293 and the name of the initial registered agent of this Corporation at that address is Ian P. Illingworth.

ARTICLE VI - Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but there shall always be at least one director. The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Ian P. Illingworth	4310 Manfield Dr., Venice, FL 34293
Jean A. Illingworth	4310 Manfield Dr., Venice, FL 34293

ARTICLE VII - Incorporator

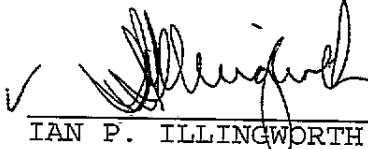
The name and address of the person signing these Articles of Incorporation is: Ian P. Illingworth, 4310 Manfield Dr., Venice, FL 34293.

ARTICLE VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in either the Board of Directors, or the Shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE IX - Indemnification

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


IAN P. ILLINGWORTH

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF FLORIDA

County of Sarasota

The foregoing instrument was acknowledged before me on this
9th day of July, 1998.

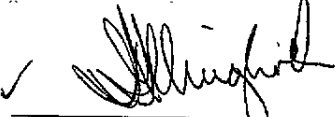

Karen Lyons



Karen Lyons
MY COMMISSION # CC732742 EXPIRES
April 12, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.


IAN P. ILLINGWORTH