

Pool - Well (U.S.A.), Inc.

Box 925
Osteen, Florida 32764
(407) 324-2764

P98000072810

August 10, 1998

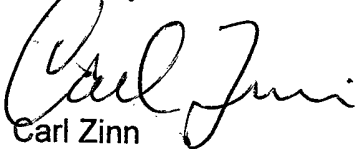
Department of State
Division of Corporations
P.O. Box 63276
Tallahassee, Florida 32314

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-08/18/98--01023--001
*****70.00 *****70.00

SUBJECT: Pool - Well (U.S.A.), Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 for the filing fees.

Sincerely,



Carl Zinn
Registered Agent/Incorporator

FILED
98 AUG 18 AM 11:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CB
8-20-98
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**ARTICLES OF INCORPORATION
OF
POOL - WELL (U.S.A.), INC.**

FILED
98 AUG 18 AM 11:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the corporation shall be: Pool - Well (U.S.A.), Inc.

ARTICLE 2 - PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 1776 Pell Road, Osteen, Florida. The mailing address of this corporation shall be: Box 925, Osteen, Florida 32764.

ARTICLE 3- SHARES

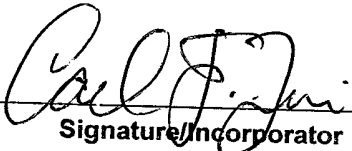
The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100.

ARTICLE 4- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: Carl Zinn, 1776 Pell Road (Box 925), Osteen, Florida 32764.

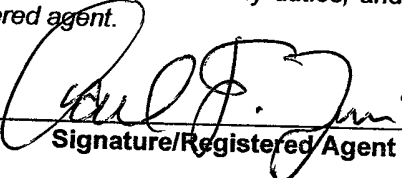
ARTICLE 5 - INCORPORATOR

The **name and address** of the incorporator to these Articles of Incorporation are: Carl Zinn, Box 925, Osteen, Florida 32764.


Signature/Incorporator

12 AUG 1998
Date

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 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/Registered Agent

12 AUG 1998
Date