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ARTICLES OF INCORPORATION

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OF

KIRK'S POOL SERVICE INC.

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following of Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be:

KIRK'S POOL SERVICE INC.

The principal place of business of this corporation shall be:

1417 DEL PRADO BLVD. # 480 CAPE CORAL, FL. 33990

ARTICLE II.

The term of existence of the corporation is perpetual.

ARTICLE III.

The purpose of this corporation is to carry on any business, occupation, undertaking or enterprise and to exercise any power of authority which may be done by a private corporation organized and existing under and by virtue of Florida General Corporation Act.

ARTICLE IV.

This corporation is authorized to issue one thousand (1,000) shares of ONE DOLLAR (\$1.00) par value common stock, all of which shall be fully paid and non-assessable.

ARTICLE V.

The street address of the initial registered office of this corporation is

1417 DEL PRADO BLVD. CAPE CORAL, FL. 33990 and the name of the initial registered agent of this corporation at that address is KIRK E TEMPLIN

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ARTICLE VI.

The business of this corporation shall be conducted by a board of directors which shall consist of one or more members, the exact number of said directors to be fixed from time to time by the bylaws of this corporation.

ARTICLE VII.

Each Shareholder shall have a preemptive right to purchase any treasury or unissued stock of this corporation pursuant to terms and conditions set by the board of directors.

ARTICLE VIII.

The name and post office address of the initial Board of Directors and officers who shall hold office for the first year of existance of the corporation or until their successors are elected or appointed and have qualified are as follows:

DIRECTORS	ADDRESS
KIRK E TEMPLIN	1139 SE. 34TH STREET
	CAPE CORÀL FL. 33990 33904
PATRICIA S TEMPLIN	1139 SE. 34TH STREET CAPE CORAL FL. 33990 <i>33904</i>

OFFICERS TITLE	* * 	ADDRESS
KIRK E TEMPLIN	PRESIDENT	1139 SE. 34TH STREET CAPE CORAL FL. 33990 <i>33904</i>
PATRICIA S TEMPLIN	SECRETARY TREASURE	1139 SE. 34TH STREET CAPE CORAL FL, 33990 33904
PATRICIA S TEMPLIN	VICE PRESIDENT	1139 SE. 34TH STREET CAPE CORAL FL. 33990 33904

ARTICLE IX.

The names and addresses of the incorporators are as follows:

KIRK E TEMPLIN 1139 SE 34TH STREET CAPE CORAL FLORIDA 33990

IN WITNESS WHEREOF, I, the undersigned, have made, subscribed and acknowledged these Articles of Incorporation, this ______ day of ______, 1998.

KIRK E TEMPLIN

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WHITIN THE STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

Pursuant to Florida General Corporation Act, the following is submitted in compliance therewith:

THAT, KIRK'S POOL SERVICE INC.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the articles of incorporation has named as its agent to accept service of process within this state:

KIRK E TEMPLIN

ACCEPTANCE

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said law relative to keeping open said office.

KIRK E TEMØLIN Registered Agent

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