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Patrick J. Faucheux
Nancy L. Jones



P98000078909

September 2, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002633927--8
-09/08/98-01084-004
*****70.00 *****70.00

EFFECTIVE DATE
9-2-98

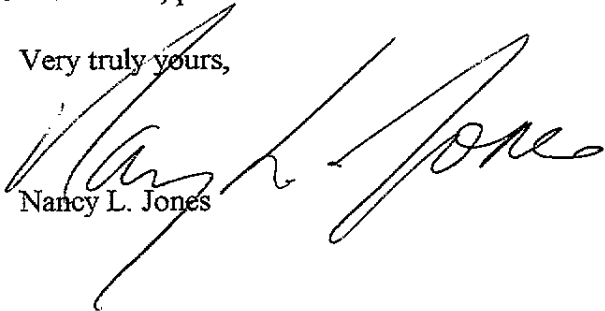
Reference: Panama Pools of Northwest Florida, Inc.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation of the above-referenced corporation together with the original and a copy of the Acceptance of Resident Agent. Also enclosed is a check in the amount of \$70.00 to cover the filing fee. Please note the corporate existence should commence on September 2, 1998.

At your earliest convenience, please file these Articles. Thank you for your assistance with this matter. If you have any questions or comments, please do not hesitate to call me.

Very truly yours,


Nancy L. Jones

NLJ/js

Enclosures: As stated

FILED
98 SEP -8 AM 7:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

F. CHESSEY SEP 14 1998

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE
9-2-98

PANAMA POOLS OF NORTHWEST FLORIDA, INC.

FILED
9 SEP - 8 AM 7:33
TALLAHASSEE FLORIDA
SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Panama Pools of Northwest Florida, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - TERM OF EXISTENCE

This corporation shall commence its existence as of September 2, 1998. This corporation will exist perpetually.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation is authorized to issue is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 291 Powell Adams Street, Panama City Beach, Florida 32413. The registered agent for this

corporation is Stephen Michael Gay whose address is 364 Moonlight Bay Drive, Panama City Beach, Florida, 32407.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is one (1). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are as follows:

Stephen Michael Gay
364 Moonlight Bay Drive
Panama City Beach, FL 32407

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII- INCORPORATOR

The name of the person signing these Articles is Stephen Michael Gay, whose address is 364 Moonlight Bay Drive, Panama City Beach, Florida 32407.

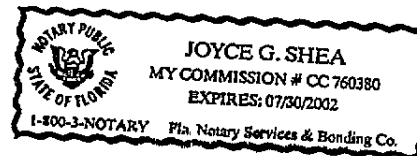
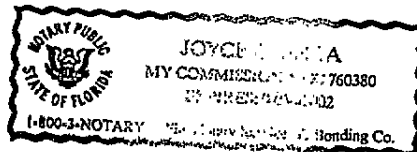
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of September, 1998.


STEPHEN MICHAEL GAY

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed, and acknowledged before me this
4th day of September, 1998, by Stephen Michael Gay who is personally known to me or who
has produced Fla. Driver's License # G-cc-793 - He-187-8 as identification.

Joyce G. Shea
NOTARY PUBLIC



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT FOR
PANAMA POOLS OF NORTHWEST FLORIDA, INC.**

The undersigned officer of Panama Pools of Northwest Florida, Inc., a corporation organized under the laws of the State of Florida, and having its principle place of business at 291 Powell Adams Street, Panama City Beach, Florida 32413, hereby accepts the designation by Panama Pools of Northwest Florida, Inc., as its registered agent pursuant to Chapter 607, Florida Statutes.

DATED this 4th day of September, 1998.


STEPHEN MICHAEL GAY

FILED
98 SEP -8 AM 7:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 4th day of September, 1998, by STEPHEN MICHAEL GAY, who is personally known to me or produced FLA. Driver's License G 000-793-76-3070 as identification.


NOTARY PUBLIC

