

Law Offices of Michael K. Davis

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August 20, 1998

P98000080780

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

900002638339--9
-09/14/98-01078-005
*****70.00 *****70.00

Re: Genesis III, Inc.

Gentlemen:

Enclosed are the original and one copy of the incorporation papers for the above named corporation.

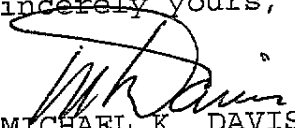
Also enclosed is a check in the amount of \$70.00 for the filing fees of this corporation.

Please return the papers to me after you have completed the forming of the corporation.

If you have any questions, please call me.

Thank you for your attention to this matter.

Sincerely yours,


MICHAEL K. DAVIS

MKD.mb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9/17

ARTICLES OF INCORPORATION
OF
GENESIS III, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I

The name of the corporation shall be GENESIS III, INC.

II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be the design and development of swimming pools and swimming pool projects, including but not limited to, the following general authority:

A. To do, perform, and transact any and all acts and business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or

otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that share of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment or any of the purposes of attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers,

either as principal agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural persons could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 600 shares of \$1.00 par value.

IV

The amount of capital with which this corporation shall begin business shall be \$600.00.

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located at 13145 S.W. 104th Terrace, Miami, Florida 33186.

VII

The Board of Directors of this corporation shall consist of one member at the time of incorporation. Thereafter, the number of Directors shall be that as may be established from time to time by the By-Laws of the corporation (not to exceed a maximum of three).

VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have

been elected and qualified, are as follows:

Brian Van Bower
13145 S.W. 104th Terrace
Miami, Florida 33186

IX

The initial registered agent and the registered office for this corporation is:

Brian Van Bower
13145 S.W. 104th Terrace
Miami, Florida 33186

X

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of \$600.00, the amount of capital with which this corporation shall begin business, are as follows:

NAME	ADDRESS	SHARE	AMOUNT
BRIAN VAN BOWER	13145 S.W. 104 Terrace Miami, Florida 33186	600	\$600.00

XI

The officers of this Corporation shall be a President, a Vice President and a Secretary/Treasurer, and such other offices as may from time to time be established by the By-Laws. All officers shall be chosen by election of the Board of Directors to serve at the will of such Board or for terms otherwise established by the By-laws.

The officers of the corporation until successors are elected by the Board of Directors shall be:

BRIAN VAN BOWER
BRIAN VAN BOWER
BRIAN VAN BOWER

President
Vice President
Secretary/Treasurer

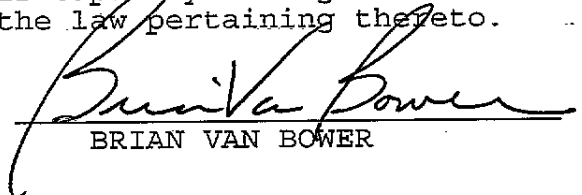
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.


BRIAN VAN BOWER

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


BRIAN VAN BOWER

STATE OF FLORIDA
COUNTY OF BROWARD

I hereby certify that on this day personally appeared BRIAN VAN BOWER to me well known to be the same person described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscribers and that the facts set forth therein are true.

Witness my hand and seal at Davie, Broward County, Florida, this ____ day of _____, 1998.

Notary Public
My Commission Expires: