

P98000083175
September, 21, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 24 AM 10:25

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of BERRY'S POOL CARE, INC.

400002647884--8
-09/24/98--01026--014
****122.50 ****122.50

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check on the amount of \$122.50 to cover the filing fees.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, on compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone Number 1-407-773.2020

Thank you for your assistance on this matter.

Sincerely,

Vanessa Berry

Vanessa Berry

D. BROWN SEP 25 1998

ARTICLES OF INCORPORATION
OF

BERRY'S POOL CARE, INC.

ARTICLE I. NAME

The name of this corporation is

BERRY'S POOL CARE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares
of \$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, shall have the right to
purchase his pro rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 247 San Juan Circle, Melbourne, Florida, 32935, and the name of the initial registered agent of this corporation at that address is VANESSA M. BERRY.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

SAMUEL G. BERRY
247 San Juan Circle
Melbourne, Florida 32935

VANESSA M. BERRY
247 San Juan Circle
Melbourne, Florida 32935

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 247 San Juan Circle, Melbourne, Florida 32935, and the mailing address of the corporation is 247 San Juan Circle, Melbourne, Florida 32935.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

VANESSA M. BERRY
247 San Juan Circle
Melbourne, Florida 32935
ARTICLE X.- AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained on these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ON WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 21st day of September, 1998.

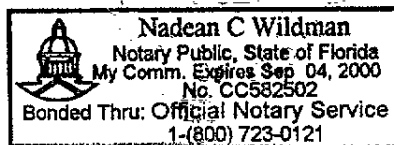
Vanessa M. Berry
VANESSA M. BERRY

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized on the State and County named above to take acknowledgments, personally appeared VANESSA M. BERRY to me known to be the person described as subscriber on and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal on the County and State named above this 21 day of September, 1998.

Nadean C. Wildman
Notary Public



DESIGNATION
AS
REGISTERED AGENT

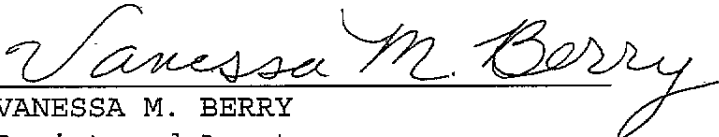
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On compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That BERRY'S POOL CARE, INC., desiring to organize under the
laws of the State of Florida, with its principal office at 247
San Juan Circle, Melbourne, Brevard County, Florida 32935, has
named VANESSA M. BERRY, located at 247 San Juan Circle,
Melbourne, Brevard County, Florida 32935, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated on this
certificate, the undersigned agrees to act on this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


VANESSA M. BERRY
Registered Agent