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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 25 AM 9:38

TRANSMITTAL LETTER

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

900002649809--8
-09/28/98--01048--020
****122.50 ****122.50

SUBJECT: Kelley's Pool Service, Incorporated

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$ 122.50 to cover the cost of the filing fee and certification of the Articles of Incorporation.


Signature of Incorporator

FROM: Kenneth Douglas Kelley, Jr.
241 Holly Knowe Road
Orange Park, Florida 32073
(904) 269-1104

Note: Provide the original and one copy of the Articles of Incorporation

D. BROWN SEP 29 1998

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ARTICLES OF INCORPORATION
OF
KELLEY'S POOL SERVICE,
INCORPORATED

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

ARTICLE I. NAME

The name of the Corporation shall be:

Kelley's Pool Service, Incorporated

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

241 Holly Knowe Road
Orange Park, Florida 32073

ARTICLE III. SHARES

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

2 shares at the par value of \$1.00 each.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Kenneth Douglas Kelley, Jr.
241 Holly Knowe Road
Orange Park, Florida 32073

ARTICLE V. INCORPORATORS

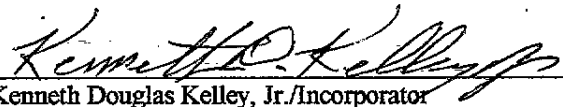
The names and addresses of the incorporators to these Articles of Incorporation are:

Kenneth Douglas Kelley, Jr.
Sandra L. Kelley
241 Holly Knowe Road
Orange Park, Florida 32073

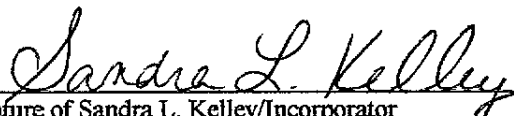
ARTICLE VI. EFFECTIVE DATE

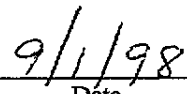
Pursuant to Section 607.0123 of the Florida Statutes, the effective date of this document shall be:

September 1, 1998


Kenneth Douglas Kelley, Jr./Incorporator


Date


Signature of Sandra L. Kelley/Incorporator


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 and 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 of Kenneth Douglas Kelley, Jr./Registered Agent


Date

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Kelley's Pool Service, Incorporated
2. The name and address of the registered agent and office is:

Kenneth Douglas Kelley, Jr.
241 Holly Knowe Road
Orange Park, Florida 32073

Signature: Kenneth Douglas Kelley, Jr.

Title: Incorporator

Date: 9/1/98

Signature: Sandra L Kelley

Title: Incorporator

Date: 9-1-98

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 AND 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: Kenneth Douglas Kelley, Jr.

Date: 9/1/98