

P98000085576

September 29, 1998

Florida Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

FILED
98 OCT -2 PM 1:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Subj: Incorporation of Pools By John of Florida, Inc.

Dear Sir:

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-10/02/98--01068--012
*****78.75 *****78.75

Enclosed please find the following:

- EFFECTIVE DATE**
10-01-98
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. Our check in the amount of \$ 78.75 to cover the filing fee.
 3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at 5500 North Harbor City Blvd., Melbourne, FL 32940; (407) 254-6700.

Thank you for your assistance in this matter.

Sincerely,

Barbara A. Shiflett

Barbara A. Shiflett

Barbara Shiflett

GAVE

AUTHORITY BY PHONE TO

COMPANY Corp Name

DATE 10-6-98

ROC EXAM. CB

CB
10-6-98
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
10-01-98

ARTICLES OF INCORPORATION
OF

FLA. POOLS BY JOHN, INC.

ARTICLE I. NAME

The name of this corporation is FLA. POOLS BY JOHN, INC.

ARTICLE II. DURATION

This corporation shall commence October 1, 1998 and have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL 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 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.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5500 North Harbor City Blvd., Melbourne, FL 32940, and the name of the initial registered agent of this corporation at the address is Barbara A. Shiflett.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three 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 names and addresses of the initial directors of this corporation are:

Barbara A. Shiflett	Robert Richman	Donald F. Leggett
4810 Riverside Road	839 B Faullk Dr	1678 Muldrew Ave.
Melbourne, FL 32935	Rockledge, FL 32955	Melbourne, FL 32935

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 5500 North Harbor City Blvd., Melbourne, FL 32940, and the mailing address of the corporation is PO Box 410096, Melbourne, FL 32941-0096.

ARTICLE IX. INCORPORATORS

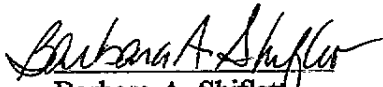
The names and addresses of the people signing these articles are:

Barbara A. Shiflett	Robert Richman	Donald F. Leggett
4810 Riverside Road	839 B Faullk Dr	1678 Muldrew Ave.
Melbourne, FL 32935	Rockledge, FL 32955	Melbourne, FL 32935

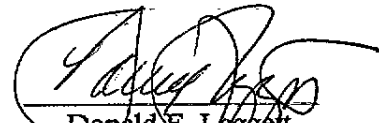
ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in 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.

IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on this 29th day of September, 1998.


Barbara A. Shiflett


Robert Richman


Donald F. Leggett

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County names above to take acknowledgments, personally appeared Barbara A. Shiflett, Robert Richman and Donald F. Leggett to me known to be the people described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State names above this 29th day of September, 1998.


Notary Public



DESIGNATION
AS
REGISTERED AGENT

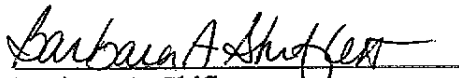
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TALLAHASSEE, FLORIDA

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

That FLA. POOLS BY JOHN, INC. desiring to organize under the laws of the State of Florida, with its principal office at 5500 North Harbor City Blvd., Melbourne, Brevard County, Florida 32940, has named Barbara A. Shiflett, located at 5500 North Harbor City Blvd., Melbourne, Brevard County, Florida 32940, 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 in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Barbara A. Shiflett
Registered Agent