

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

ATTORNEYS AT LAW
SUITE 401
2200 CORPORATE BOULEVARD, NW
BOCA RATON, FLORIDA 33431

TELEPHONE: 561-997-9223

TELEFAX: 561-997-6224

ROBERT J. HUNT
JOSEPH R. COOK
DAVID A. RIGGS
RYNA E. MEHR *
LAWRENCE J. MILLER

* BOARD CERTIFIED IN FAMILY AND MARITAL LAW
FELLOW, AMERICAN ACADEMY OF TRIAL LAWYERS
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LAINIE J. SIMON
ANDREW M. GROSS
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SETH E. ELLIS, LL.M.*

* ESTATE PLANNING

P98000086141

October 5, 1998

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*****78.50 *****78.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Calabretta Pool Care & Repair, Inc.

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation with Acceptance of Registered Agent and our \$78.50 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$ 8.50

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above. I have enclosed a Federal Express return envelope for your convenience.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

Susan M. Woods
Susan M. Woods, Assistant to
Lawrence J. Miller

/smw
Enclosure

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 8:28

D. BROWN OCT - 8 1998

ARTICLES OF INCORPORATION
FOR
CALABRETTA POOL CARE & REPAIR, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 8:28

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **CALABRETTA POOL CARE & REPAIR, INC.**

1. The name of the corporation is **CALABRETTA POOL CARE & REPAIR, INC.**
2. The principal office of the corporation is:

16377 Water Way
Delray Beach, FL 33484

3. The corporation shall have authority to issue 7500 shares of stock, all of one class with a par value of \$.10 per share.

4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.

5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.

6. The number of directors constituting the initial board of directors is two (2) and their names and addresses are:

Name

Address

David Calabretta

16377 Water Way
Delray Beach, FL 33484

Susan B. Calabretta

16377 Water Way
Delray Beach, FL 33484

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7. The name and address of the incorporator is:

Name

Address

HCRM CORP.

2200 Corporate Blvd., N.W., Suite 401
Boca Raton, FL 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be October 6, 1998, provided such date is within five (5) business days prior to the date of filing.

Executed and subscribed at Boca Raton, Florida on October 5, 1998.

HCRM Corp., as Incorporator

By: Lawrence J. Miller, VP
Lawrence J. Miller, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of CALABRETTA POOL CARE & REPAIR, INC. were acknowledged before me by Lawrence J. Miller, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 5th day of October, 1998, on behalf of HCRM Corp.



Mary Kim Janots
Notary Public
My commission expires:
Printed Name:

MARY KIM JANOTS

ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 8:28

HCRM CORP. hereby accepts the above appointment as registered agent of CALABRETTA POOL CARE & REPAIR, INC. and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

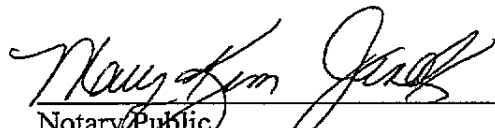
By: 

Lawrence J. Miller, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by Lawrence J. Miller as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 5th day of October, 1998, on behalf of the Corporation.




Notary Public
My commission expires:
Printed Name:

MARY KIM JANOTS