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TRANSMITTAL LETTER

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

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-12/09/98--01096--003
****142.50 *****98.75

SUBJECT: Pool Lines, Inc.
(PROPOSED CORPORATE NAME)

Enclosed is an original and one (1) copy of the articles of Incorporation and our check for \$122.50

FROM:

Pool Lines, Inc.
Name (printed or typed)

806 E. Osceola Road
Address

Geneva, Florida 32732
City, State, & Zip Code

(407) 349-5958
Telephone Number

FILED
98 DEC -9 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the articles.

F. CHESSE

DEC 10 1998

Articles of Incorporation

for

Pool Lines, Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert Lightner, President

Robert Lightner, Vice President

JEREMY

ARTICLES OF INCORPORATION
OF
POOL LINES, INC.

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TALLAHASSEE, FLORIDA

The undersigned Incorporator (s), for the purpose of forming a corporation a corporation pursuant to the provisions of the "Florida Business Corporation Act", hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: Pool Lines, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:
806 E. Osceola Rd., Geneva, FL 32732

ARTICLE III - NATURE OF BUSINESS

The corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock at \$1.00 par value per share.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

✱

ARTICLE VI - OFFICERS/DIRECTORS

The name (s) and street address (es) of the initial officer (s) and director (s), if any, who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected, is (are):

Robert Lightner, President
806 E. Osceola Road
Geneva, FL 32732

Jeremy Lightner, Vice President
548 Osceola Road
Geneva, FL 32732

ARTICLE VII - INCORPORATOR (S)

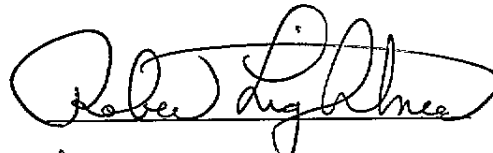
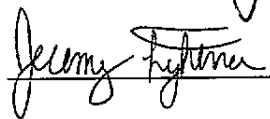
The name (s) and street address (es) of the incorporator (s) to these Articles of Incorporation is (are):

Robert Lightner
806 E. Osceola Road
Geneva, FL 32732

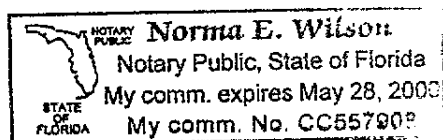
Jeremy Lightner
548 Osceola Road
Geneva, FL 32732

IN WITNESS WHEREOF, the undersigned incorporator (s) has (have) executed these Articles of Incorporation this 3rd day of DECEMBER, 1998.

Signature (s) of Incorporator (s)

Norma E. Wilson



STATE OF FLORIDA

COUNTY OF: ORANGE

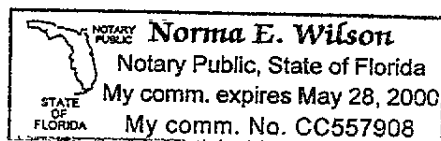
THE FOREGOING instrument was acknowledged and sworn to before me this 3rd
day of December, 1998.

by Robert Lightner
(Name of Incorporator)

of Pool Lines, Inc.

NOTARY PUBLIC

Norma E. Wilson



My Commission Expires

5-28-2000

[Signature]

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: Pool Lines, Inc.

2. The name and address of the registered agent and office is:

Robert Lightner, 806 E. Osceola Road
(P.O. OFFICE BOX NOT ACCEPTABLE)

Geneva, Florida 32732
(CITY/STATE/ZIP CODE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

Robert Lightner
(CORPORATE OFFICER)

TITLE

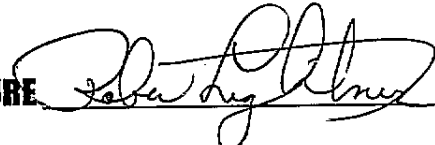
President

DATE

12-2-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

12-2-98

REGISTERED AGENT FILING FEE: \$20.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA