

**KOENIG, VEITCH & CHARLTON**  
INCORPORATED

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VIA FEDERAL EXPRESS

December 11, 1998

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: INCORPORATION OF MAJESTIC SPAS & SERVICE, INC.

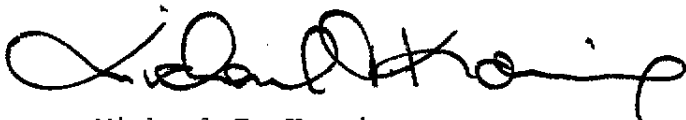
To Whom It May Concern:

Please find enclosed the following documents in connection with the incorporation of Majestic Spas & Service, Inc.:

1. Two copies of the executed Articles of Incorporation for Majestic Spas & Service, Inc., one of which is to be certified and returned.
2. Complete DESIGNATION OF REGISTERED AGENT form to be placed on file with the Department of State.
3. A check in the amount of \$ 78.75 to cover the following items:
  - \$35.00 for filing fee
  - \$ 8.75 for one certified copy
  - \$35.00 for certificate designating Registered Agent

Should you have any comments or question regarding the above materials, please contact me directly.

Sincerely,



Michael T. Koenig  
Koenig, Veitch & Charlton  
904-788-3737  
Enclosure

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98 DEC 30 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLES OF INCORPORATION

The undersigned incorporator, being a natural person competent to contract, hereby adopts and subscribes to these Articles of Incorporation to form a Corporation under the laws of the State of Florida:

### FIRST

The name of the Corporation is **Majestic Spas & Service, Inc.** The name and address of the Incorporator is:

Robert Bruce Evans, Jr.  
1247 Fountainhead Drive,  
Deltona, Florida, 32725

### SECOND

The period of its duration is perpetual.

### THIRD

The purpose for which the Corporation is organized is to engage in the business of providing swimming pool and spa services, including design, construction and maintenance; and any other lawful purpose.

### FOURTH

The aggregate number of Shares of capital stock which the Corporation is authorized to have outstanding is 1,000, all of which shall be common Shares with a par value of \$.01.

### FIFTH

The Corporation will not commence business until at least 1.00 dollar has been received by it as consideration for the issuance of Shares.

### SIXTH

1000 ( One Thousand ) cumulative voting of Shares of stock are authorized.

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#### **SEVENTH**

Provisions limiting or denying to Shareholders the preemptive right to acquire additional or treasury Shares of the Corporation are:

Every Shareholder, upon the sale of any additional 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 thereof (as nearly as may be done without issuance of fractional Shares) at the price at which it is offered to others.

#### **EIGHTH**

Provisions for regulating the internal affairs of the Corporation are set and governed by the Board of Directors.

#### **NINTH**

The address of the initial registered office of the Corporation is 1247 Fountainhead Drive, Deltona, Florida, 32725, and the name of its initial registered agent at such address is **ROBERT BRUCE EVANS, JR..**

#### **TENTH**

The address of the principal place of business is:

**1247 Fountainhead Drive,  
Deltona, Florida, 32725**

#### **ELEVENTH**

The number of Directors constituting the initial board of Directors of the Corporation is one, and the names and address of the persons who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify are:

| Name                           | Address   |
|--------------------------------|---|
| <b>Robert Bruce Evans, Jr.</b> | <b>1247 Fountainhead Dr.,<br/>Deltona, Florida, 32725</b> |

#### **Twelfth**

These articles of Incorporation may be amended in the manner as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's

meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

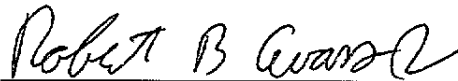
**Thirteenth**

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Board of Directors and Shareholders.

**Fourteenth**

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided in the By-Laws of this Corporation.

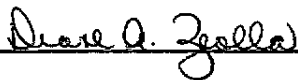
IN WITNESS WHEREOF, I have hereunto subscribed my name this 17 day of December, 1998.



Robert Bruce Evans, Jr.,  
Incorporator

STATE OF FLORIDA )  
COUNTY OF VOLUSIA )

The foregoing instrument was acknowledged before me this 17 day of December, 1998 by Robert Bruce Evans, Jr., who is personally known to me or has produced a valid Florida Drivers License as identification and who did take an oath.



SEAL

Notary Public

print name of Notary:

My commission expires \_\_\_\_/\_\_\_\_/\_\_\_\_



**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance therewith:

**Majestic Spas & Service, Inc.**, desiring to organize as a corporation under the laws of the State of Florida with its registered office at 1247 Fountainhead Drive, Deltona, Florida, 32725, has named **Robert Bruce Evans, Jr.**, located at the above registered office, as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

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 further agree to comply with the provisions of said Act relative to keeping open said office.

By:



Robert Bruce Evans, Jr.  
Registered Agent

Date:

12-11-98

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