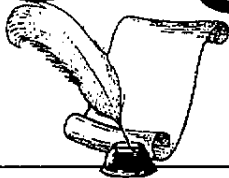


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Jacquelyn R. Campbell, C.P.A., P.A.

Certified Public Accountant

January 2, 1999

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

Gentlemen:

Enclosed are Articles of Incorporation for:

Keystone Custom Pools and Spas, Inc.
13824 East Linden Drive
Spring Hill, FL 34609

Also enclosed is a check for \$122.50, payable to the Division of Corporations, in payment of filing fees, a certified copy and designation of a registered agent.

Respectfully,

Jacquelyn R. Campbell

Jacquelyn R. Campbell

JRC/dt
Enclosures

EFFECTIVE DATE
1-1-99

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****122.50 *****78.75

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED

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ARTICLES OF INCORPORATION

of

KEYSTONE CUSTOM POOLS AND SPAS, INC.

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of the corporations for profit.

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be:

KEYSTONE CUSTOM POOLS AND SPAS, INC.

The principal place of business of this corporation shall be :

13824 East Linden Drive
SPRING HILL, FL 34609

EFFECTIVE DATE
1-1-99

ARTICLE II - PERIOD OF DURATION

The period of duration of this corporation is perpetual, commencing on the date of execution and acknowledgment of these article or the earliest date allowable by the division of corporations, unless dissolved according to law.

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is to engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue 7000 shares of \$1.00 par value common stock. Stock shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

JAMES DURANTE HAUSEN, JR.
13824 EAST LINDEN DRIVE
SPRING HILL, FL 34609

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have **ONE** director, initially, and the number of directors may be increased or decreased by amendment of the by laws of the corporation but shall in no case be less than one.

The name and street address of the member(s) of the initial board of directors is as follows:

JAMES DURANTE HAUSEN, JR.
13824 EAST LINDEN DRIVE
SPRING HILL, FL 34609

ARTICLE VII - INCORPORATORS

The name and street address of the member(s) of the initial subscribers signing these articles are as follows:

JAMES DURANTE HAUSEN, JR.
13824 EAST LINDEN DRIVE
SPRING HILL, FL 34609

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal by laws shall be vested in the Board of Directors and the Shareholders.

A special meeting of the shareholders shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and the adoption of the bylaws.

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) in the amount(s) set opposite of their names:

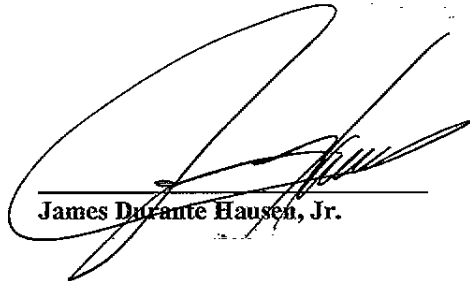
JAMES DURANTE HAUSEN, JR.

100 SHARES

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

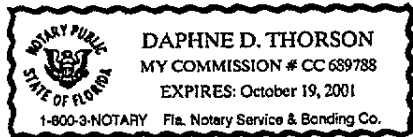
In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 1ST day of January, 1999.


James Durante Hausen, Jr.

State of Florida
County of **HERNANDO**

BEFORE ME, the undersigned authority, personally appeared **JAMES DURANTE HAUSEN, JR.** being duly sworn, says that he is the individual described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this
1ST day of Jan, 1999.



Daphne D Thorson
Notary Public, State of Florida

**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 agent/registered office, in the State of Florida:

KEYSTONE CUSTOM POOLS AND SPAS, INC.

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

**JAMES DURANTE HAUSEN, JR.
13824 EAST LINDEN DRIVE
SPRING HILL, FL 34609**

Acknowledgment:

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 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 obligation of my position as registered agent.



James Durante Hausen, Jr.

Date

January 1, 1999

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED