

Zimmerman  
Zimmerman  
& Miceli, P.A.

ATTORNEYS AT LAW

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

January 15, 1999

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Mr. B's Better Pools, Inc.

Dear Sirs:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee	\$ 35.00
Certificate of Resident Agent	<u>35.00</u>
	\$ 70.00

Please return a copy of the Articles after filing.

Thank you for your cooperation in this matter.

Very truly yours,

*Lawrence G. Miceli*

Lawrence G. Miceli

LGM/pj

Enc.

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

MR. B'S BETTER POOLS, INC.

and the principal office of the Corporation shall be:

4761 S. Hemingway Circle  
Margate, FL 33063

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

ARTICLE IV

PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to 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.

ARTICLE V

INITIAL REGISTERED AGENT  
AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: BRIAN E. JACOBSEN  
INITIAL REGISTERED OFFICE: 4761 S. Hemingway Circle  
Margate, FL 33063

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the Director(s) of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
BRIAN E. JACOBSEN	4761 S. Hemingway Circle Margate, FL 33063

ARTICLE VII

INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Brian E. Jacobsen	4761 S. Hemingway Circle Margate, FL 33063

ARTICLE VIII

BY-LAWS

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

ARTICLE IX

INDEMNIFICATION

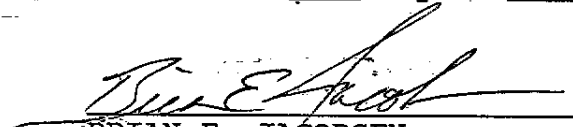
The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X

AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

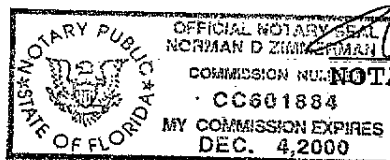
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 15th day of JANUARY, 1999.

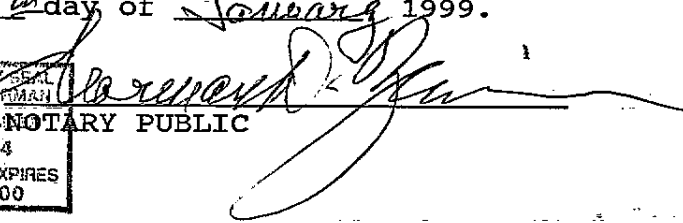
  
BRIAN E. JACOBSEN  
Incorporator

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared BRIAN E. JACOBSEN, known to me or who did produce \_\_\_\_\_ as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 15th day of JANUARY, 1999.



  
NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

Pursuant to Fla. Stat. sec. 48.091, the following is  
submitted:

MR. B'S BETTER POOLS, INC., desiring to organize under the laws of  
the State of Florida, with its principle office, as indicated in  
the Articles of Incorporation in the city of Margate, County of  
Broward, State of Florida, has named BRIAN E. JACOBSEN located at  
4761 S. Hemingway Circle, Margate, FL 33063, County of Broward,  
State of Florida, as its agent to accept service of process within  
this state.

ACKNOWLEDGED:

Having been named to accept service of process for the  
above corporation, at the place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping said office.

BY:   
BRIAN E. JACOBSEN  
Resident Agent

FILED  
99 JAN 19 PM 2:40  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA