

Law Offices of
Nicholas P. Sardelis, Jr.,
Chartered

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January 15, 1999

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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-01/19/99--01048--003
*****122.50 *****78.75

RE: Panther Pool Construction, Inc.

Dear Sir/Madam:

Herewith I hand to you the original and a duplicate of the Articles of Incorporation of the above-captioned corporation together with check in the amount of \$122.50 for filing fees.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,



Nicholas P. Sardelis, Jr.

FILED
99 JAN 19 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NPS:paw
Enclosure: Articles of Incorporation
Trust Account Check

cc: Ed Clawson

1/22/99
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ARTICLES OF INCORPORATION
OF
PANTHER POOL CONSTRUCTION, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

Article 1.

Name

The name of the corporation is, Panther Pool Construction, Inc., a Florida corporation.

Article 2.

Duration

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

Article 3.

Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

Article 4.

Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.10 per share.

Article 5.

Pre-Emptive Rights

Every shareholder, upon the sale of any new stock of this corporation, 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 6
Initial Registered Office and Agent

The principal office street address and the initial registered office of this corporation is: 3614 Aloha Dr., Sarasota, Florida 34232, and the initial registered agent of this corporation at that address is, Edwin B. Clawson, who by his signature hereon states that he is hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.

Article 7
Initial Board of Directors

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one (1) Director nor more than five (5). Voting for Directors shall be under the cumulative vote system. The name and address of the initial Board of Directors of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Edwin B. Clawson	3614 Aloha Dr. Sarasota, FL 34232
James Hendricks	3715 Lalani Blvd. Sarasota, FL

Article 8
Incorporator

The name and address of the Incorporator is as follows:

Edwin B. Clawson	3614 Aloha Dr. Sarasota, FL. 34234
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Article 9
Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.


Article 10
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

Article 11.
Commencement of Corporate Existence

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.


IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 30th day of December, 1998.


Edwin B. Clawson,
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Edwin B. Clawson, known to be 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 and has produced a Florida Driver License bearing number 1425-202-64-367-0 as proof of identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this
30th day of DECEMBER, 1998.


Notary Public (SEAL)

My Commission Expires:



Patricia A. Williams
★ My Commission CC736808
Expires April 26, 2002