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WALZER & ASSOCIATES, INC.  
A Professional Accounting Firm  
8301 Forest City Road  
Orlando, Florida 32810  
(407) 299-0086 FAX (407) 298-3849

February 3, 1999

SECRETARY OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300002768439--9  
-02/08/99-01171--005  
\*\*\*\*122.50 \*\*\*\*\*78.75

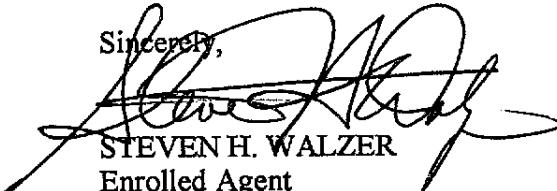
RE: LAGOON POOLS, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,

  
STEVEN H. WALZER  
Enrolled Agent

SHW/jdj  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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2-10-99  
WS

ARTICLES OF INCORPORATION

OF

LAGOON POOLS, INC.

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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ARTICLE I - NAME

The name of this Corporation is LAGOON POOLS, INC. the address is 1125 Dappled Elm Lane, Winter Springs, Florida 32708.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 3rd day of February, 1999 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1125 Dappled Elm Lane, Winter Springs, Florida 32708, and the name of the initial registered agent of this Corporation at that address is JEAN CAUCHOIS.

ARTICLE VI - INITIAL BOARD IF DIRECTORS

This Corporation shall have one (1) director initially. The number if directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

JEAN CAUCHOIS  
President, Vice-President, Secretary & Treasurer  
1125 Dappled Elm Lane  
Winter Springs, Florida 32708

The name and address of the person signing these Articles is:

JEAN CAUCHOIS  
President, Vice-President, Secretary & Treasurer  
1125 Dappled Elm Lane  
Winter Springs, Florida 32708

ARTICLE VII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles

Of Incorporation on this 3<sup>rd</sup> day of February, 1999.

  
JEAN CAUCHOIS

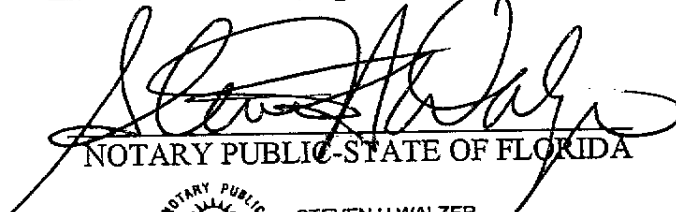
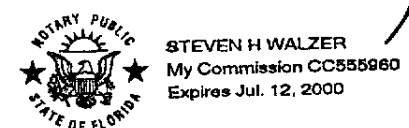
ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this 3<sup>rd</sup> day of February, 1999,  
personally appeared before me, the undersigned officer duly authorized to administer  
oaths and take acknowledgments, Jean Cauchois, well known and known to be the  
person who executed the foregoing Articles of Incorporation, LAGOON POOLS, INC.  
and they acknowledged that they signed and executed the same for the purpose therein  
stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at  
Orlando, in said County and State, this 3<sup>rd</sup> day of February, 1999.


  
NOTARY PUBLIC-STATE OF FLORIDA  


CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the following is  
submitted:

First that LAGOON POOLS, INC. desiring to organize or qualify under the Laws of the  
State of Florida, its principal place of business in the City of Winter Springs, Florida has

named Jean Cauchois, 1125 Dappled Elm Lane, Winter Springs, Florida as its agent to accept service process within Florida.


  
JEAN CAUCHOIS

Date: 2/3/99

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ACCEPTANCE

Having been named to accept service of process for the above – named 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.

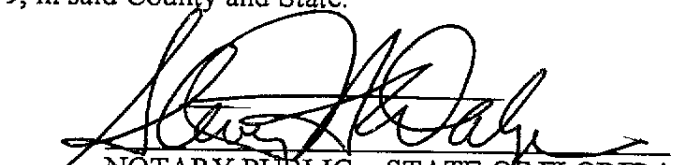
  
JEAN CAUCHOIS

Date: 2/3/99

STATE OF FLORIDA

COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 3rd day of  
February, 1999, in said County and State.

  
NOTARY PUBLIC – STATE OF FLORIDA



STEVEN H WALZER  
My Commission CC555960  
Expires Jul. 12, 2000