1990000 16543 FOGLE & FOGLE, P. A. ATTORNEYS AT LAW

J. DANA FOGLE

CORPORATION & BUSINESS LAW

REAL PROPERTY LAW

REGISTERED GENERAL PRACTICE

ALICE M. FOGLE

marital & family law

February 10, 1999

mailing address: post office box 24 deland, florida 32721-0024

physical address: 217 east plymouth avenue deland, florida 32724

> (904) 734-4215 Fax (904) 734-7419

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

900002779359--6 -02/18/99--01057--019 ****122.50 *****78,75

Re: Incorporation of Rivista Pool Works, Inc.

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the proposed Articles of Incorporation and Designation of Registered Agent for Rivista Pool Works, Inc.

Also enclosed is my check in the amount of \$122.50 representing the following:

Filing Fee \$35.00 Registered Agent Certificate 52.50 Certified Copy of Charter and

of Registered Agent Certificate 35.00

Thank you very much for your assistance.

Sincerely,

EFFECTIVE DATE

J. Dana Fogle

JDF/js Enclosures

Pmc,999

99 FEB | 8 PM 3: 03
SECRETARY OF STATE

FILED

99 FEB 18 PH 3: 03

SECRETARY OF STATE
TALLAHASSEE. FLORIDA

ARTICLES OF INCORPORATION OF RIVISTA POOL WORKS, INC.

I, JAMES W. DESHAZO, being of legal age do hereby authorize the formation of a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be RIVISTA POOL WORKS, INC.

ARTICLE II:

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is the sale, design and construction of new swimming pools, and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares fully paid, \$1.00 par value common stock.

Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal

Revenue Code of 1954, as amended.

ARTICLE V.

INITIAL DIRECTORS

The business of the corporation shall be managed by the Stockholders rather than by the Board of Directors of this corporation.

ARTICLE VI.

STREET AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial street and mailing address of the principal place of business of said corporation is 631 N. Tuxedo, DeLand, Florida 32724. The initial resident agent is JAMES W. DESHAZO.

ARTICLE VII.

SUBSCRIBER

The name and street address of the subscriber to these articles of incorporation is:

JAMES W. DESHAZO 631 N. Tuxedo DeLand, Fl. 32724

ARTICLE VIII.

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on February 15, 1999.

IN WITNESS WHEREOF, I JAMES W. DESHAZO, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do

business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated area true, and hereunto set my hand and seal this 42 day of February, 1999.

JAMES W. DESHAZO

STATE OF FLORIDA

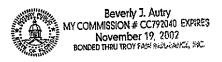
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JAMES W. DESHAZO, to me well known to be the person who executed the foregoing Certificate of Incorporation and he acknowledged before me that he executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this day of February, 1999.

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE

SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHICH

PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That RIVISTA POOL WORKS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of DeLand, County of Volusia, State of Florida, has named JAMES W. DESHAZO, located at 631 N. Tuxedo, DeLand, Florida 32724, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated 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 open said office.

JAMES W. DESHAZO