LAW OFFICE STEPHEN M. MARTIN, P.A.

1125 U.S. HIGHWAY 98 SOUTH THE PLAZE CENTER, SUITE 300 LAKELAND, FLORIDA 33803 MAILING ADDRESS: POST OFFICE BOX 2765 LAKELAND, FLORIDA 33806-2765

TELEPHONE: (941

700002783327--5 -02/22/99--01124--004 ******70.00 ******70.00

Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: FDD, INC. Apple POOL SOLUTIONS

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation as they pertain to the above-mentioned corporation for filing. Also enclosed is a check in the amount of \$70.00 to cover the filing fees (\$35.00) and registered agent designation (35.00). Once these Articles have been filed, please return a conformed copy of the Articles to my office.

Should you have any questions or need additional information, please feel free to contact my office.

Sincerely,

Stephen M. Martin

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SMM/mrm encl.

ECRETARY OF STATE LLAHASSEE FLORID

Other Physics of the Section of the



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State



February 24, 1999

STEPHEN M. MARTIN, P.A. POST OFFICE BOX 2765 LAKELAND, FL 33806-2765

SUBJECT: FDD, INC. D/B/A POOL SOLUTIONS

Ref. Number: W99000004571

We have received your document for FDD, INC. D/B/A POOL SOLUTIONS. However, the document has not been filed and is being returned for the following:

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

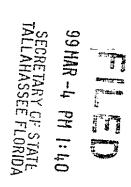
Loria Poole Corporate Specialist

Letter Number: 299A00008480

ARTICLES OF INCORPORATION

OF

FDD, INC.



FIRST: The name of this corporation is FDD, INC., 6006 Topher Trail, Mulberry, Florida 33860.

SECOND: The general nature of the business or businesses to be transacted by this Corporation, together with and in addition to those powers conferred by the laws of Florida and the United States of America and the principles of common law upon corporations organized under and by virtue of the laws of Florida, is the repairing and renovating of swimming pools.

THIRD: The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

FOURTH: The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

FIFTH: This corporation is to exist perpetually.

SIXTH: The initial street address of the principal office of this Corporation in the State of Florida is 6006 Topher Trail, Mulberry, Florida 33860.

SEVENTH: This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by By-Laws adopted by the

Stockholders, but shall never be less than one (1).

EIGHTH: The name and street address of the members of the first Board of Directors and subscribers to these Articles of Incorporation are:

F. DILLON DANIELS

6006 Topher Trail Mulberry, Florida 33860

NINTH: The Registered Agent and his address for service of process of this Corporation is **F. DILLON DANIELS,** 6006 Topher Trail, Mulberry, Florida 33860.

TENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

WITNESSED:

F. DILLON DANIELS

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for the above-named corporation.

F. DILLON DANIELS
As Registered Agent

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared F. DILLON DANIELS, individually, and as Registered Agent, to me known to be the person described as subscriber and registered agent, and who executed the foregoing Articles of Incorporation and acknowledged before me he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 5 day of February, 1999

(SEAL)

Joan D. Coarsey
MY COMMISSION & CC630932 EXPIRES
June 6, 2001
BONDED THRU TROY FAM INSURANCE, INC.

State of Florida at Large My commission expires:

99 MAR -4 PM 1:40
SECRETARY OF STATE
TALLAHASSEE FI ORINA