TRANSMITTAL LETTER

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

100002798431--8:... -03/08/99--01146--006 *****78.75 *****78.75._-

APOLLO POOL & SPA - POOL STORE/SERVICE CORPORATION **SUBJECT:** (Proposed corporate name - must include suffix)

Enclosed is an origina	d and one(1) copy of the artic	les of incorporation and a	check for:
□ \$70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	□\$78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status OPY REQUIRED
FROM:	JOHN A. CREAMER Name (Printed or typed)	
	3470 LEMMINGTON F	RD. Address	
	PENSACOLA, FL. 32	2504 7, State & Zip	99 MAR - SECULARIA FALLARIA

NOTE: Please provide the original and one copy of the articles.

Daytime Telephone number

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida. Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

APOLLO POOL & SPA - POOL STORE/SERVICE CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3470 LEMMINGTON RD. PENSACOLA, FL. 32504

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

TEN-THOUSAND (10,000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

JOHN A. CREAMER 3470 LEMMINGTON RD. PENSACOLA, FL. 32504

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

JOHN A. CREAMER 3470 LEMMINGTON RD. PENSACOLA, FL.32504

Signature/Incorporator

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Signature/Registered-Agent

March 5, 1999 Date

Solution to the