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March 9, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA U.P.A. NEXT DAY AIR #N396 1039 92 6

E: CYPRESS POOLS AND SPA, INC.
Our File No.: 3826/001

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-03/10/99--01083--016
*****78.75 *****78.75

Dear Sir:

Enclosed for filing, please find the Articles of Incorporation, together with the Registered Agent form. Also enclosed, is my firm's check in the amount of \$78.75, which represents the filing fee of \$70.00, plus the cost of a certified copy of \$8.75.

Please forward a certified copy to this office.

Thanking you in advance for your assistance in this matter, Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

RICHARD E. STRAUGHN

RES/djb

enclosures

cc: Ed Hillers

cypress.inc\letter\fladept.art

99 MAR 10 AM 10:55

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Q. Ferrell MAR 16 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 10 AM 10:55

**ARTICLES OF INCORPORATION
OF
CYPRESS POOLS AND SPA, INC.**

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is CYPRESS POOLS AND SPA, INC., whose address is: 17 Enclave Drive, Winter Haven, Florida 33884.

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 7,500 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V. - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI - ADDRESS

The principal office of this Corporation shall be 17 Enclave Drive, Winter Haven, Florida 33884, but the Corporation shall have the power to establish branch offices and other places of business at such other place within or without the State of

Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII - DIRECTOR

This Corporation shall have one (1) Director initially, the number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII - ORIGINAL DIRECTOR

The name and address of the member of the first Board of Directors is:

EDWIN L. HILLERS, II

17 Enclave Drive
Winter Haven, FL 33884

ARTICLE IX. - SUBSCRIBER

The name and address of the Subscriber to the Articles of Incorporation of this Corporation is:

EDWIN L. HILLERS, II

17 Enclave Drive
Winter Haven, FL 33884

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation in the office of the Secretary of State, this
8th day of March, 1999.


EDWIN L. HILLERS, II


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

FIRST--- CYPRESS POOLS AND SPA, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of WINTER HAVEN, State of FLORIDA, has named, EDWIN L. HILLERS, II, located 17 Enclave Drive, Winter Haven, Florida 33884, as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT: (Must be signed by Registered Agent).

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


EDWIN L. HILLERS, II