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FULLER & ASSOCIATES
ATTORNEYS AT LAW

BARRY J. FULLER

Member Florida and California Bars

GLENN A. TAYLOR

Member Florida and Hawaii Bars

Certified Public Accountant, Florida and Hawaii

JAMES D. ACOSTA, OF COUNSEL

Certified Civil Trial Attorney

THE OFFICE PAVILION

2301 PARK AVENUE, SUITE 404

ORANGE PARK, FLORIDA 32073

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March 3, 1999

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

Re: **ARTICLES OF INCORPORATION**
THE POOL GUYS OF FLORIDA, INC.

200002796362--C
-03/05/99--01093--009
*****70.00 *****70.00

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation as referenced above together with a check for the \$70.00 filing fee.

Sincerely yours,

Barry J. Fuller
Barry J. Fuller

BJF:srs
Encl.

FILED
99 MAR 17 PM 1:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

w99-5736
axc 3/17



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 10, 1999

BARRY J. FULLER
2301 PARK AVE., STE. 404
ORANGE PARK, FL 32073

SUBJECT: THE POOL GUYS OF FLORIDA, INC.
Ref. Number: W99000005736

We have received your document for THE POOL GUYS OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 599A00011221

ARTICLES OF INCORPORATION
OF
YOUR NEIGHBORHOOD POOL GUYS, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST
NAME**

The name of the corporation is: YOUR NEIGHBORHOOD POOL GUYS, INC.

**SECOND
DURATION**

The period of duration of the corporation is perpetual.

**THIRD
PURPOSE**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

**FOURTH
SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding is 10,000 shares of common stock having a par value of \$1.00 per share.

**FIFTH
REGISTERED AGENT**

The initial street address in Florida of the initial registered office of the corporation is 1855 Plantation Oaks Drive, Jacksonville, Florida 32223, and the name of the initial registered agent at such address is Lisa T. Peterson.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The principal place of business of this corporation is 1855 Plantation Oaks Drive, Jacksonville, Florida 32223.

SIXTH
PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

SEVENTH
INITIAL INCORPORATOR

The name and address of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lisa T. Peterson	1855 Plantation Oaks Drive Jacksonville, Florida 32223

EIGHTH
INITIAL DIRECTORS

The Board of Directors of the corporation shall consist of from one to five members, as more specifically set forth in the by-laws. The number of directors may be increased or decreased from time to time by amendment to the by-laws. Initially there shall be one member. The name and address of the initial member of the Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Lisa T. Peterson	1855 Plantation Oaks Drive Jacksonville, Florida 32223

NINTH
AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders meeting, with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange Park, Clay County, Florida this 15th day of March, 1999.


Lisa T. Peterson

STATE OF FLORDIA
COUNTY OF CLAY

Before me, the undersigned authority, personally appeared Lisa T. Peterson, who is known to be the person described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes described therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15th day of March, 1999 in the County and State aforesaid.


NOTARY PUBLIC
My Commission Expires:

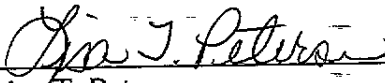
SUZANNE R. SONKE
Notary Public, State of Florida
My Comm. expires Nov. 16, 1999
Comm. No. CC 493770

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: YOUR NEIGHBORHOOD POOL GUYS, INC. The name and address of the registered agent and office is:

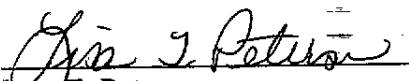
Lisa T. Peterson
1855 Plantation Oaks Drive
Jacksonville, Florida 32223



Lisa T. Peterson
Incorporator
Date: 3-15-99

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TALLAHASSEE, FLORIDA

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.



Lisa T. Peterson
Date: 3-15-99