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TRANSMITTAL LETTER

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

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-03/12/99--01051--014
****122.50 *****78.75

SUBJECT: REFLECTIONS POOLS & SPAS, INC. (proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM: BRAD BROWN
Name
2304 GREENBRIER DR
Address
MIDDLEBURG, FL 32068
City, State, & Zip
(904) 219-3384
Telephone Number

Note: Additional copy of articles is needed when certified copy is requested.

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99 MAR 12 PM 4: 07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
REFLECTIONS POOLS & SPAS, INC.

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

ARTICLE I NAME

The name of the corporation shall be:
REFLECTIONS POOLS & SPAS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:
2304 GREENBRIER DR.
MIDDLEBURG, FL 32068

ARTICLE III CAPITAL STOCK

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

100,000

**ARTICLE IV INITIAL REGISTERED
AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

BRAD BROWN

2304 GREENBRIER DR.

MIDDLEBURG, FL 32068

ARTICLE V INCORPORATOR(S)

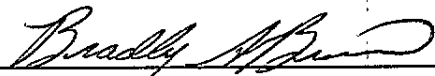
The name(s) and address(es) of the incorporator(s) to these
Articles of Incorporation is(are)

BRAD BROWN

2304 GREENBRIER DR.

MIDDLEBURG, FL 32068

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 10th day of March, 1999.



Signature

Signature

Signature

Articles of Incorporation Filing Fee - \$35

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: REFLECTIONS & POOLS & SPAS, INC.
2. The name and address of the registered agent and office is:

BRAD BROWN

(Name)

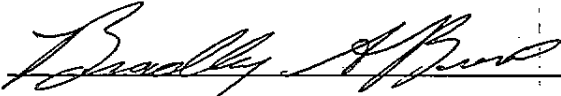
2403 GREENBRIER DR.

(Post Office Box *not* acceptable)

MIDDLEBURG, FL. 32068

(City/State/Zip)

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)

3/10/99

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TALLAHASSEE FLORIDA

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL