

TRANSMITTAL LETTER

999000026172

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

100002808651--9
-03/17/99--01023--008
*****87.50 *****87.50

SUBJECT: SPACECOAST POOL BUILDERS INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

EFFECTIVE DATE

3-8-99

FROM: MARK C. DOUGLASS
Name (Printed or typed)

1768 BRUMAN TERRACE
Address

MELBOURNE, FL. 32935
City, State & Zip

(407) 633-1662
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 17 AM 9:53

FILED

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

CB
3/23/99
4

**ARTICLES OF INCORPORATION
OF
SPACECOAST POOL BUILDERS INC.**

FILED
99 MAR 17 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
3-8-99

THE UNDERSIGNED INCORPORATOR, BEING A NATURAL PERSON COMPETENT TO CONTACT, HEREBY ADOPTS THESE ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATIN IS SPACECOAST POOL BUILDERS, INC.

ARTICLE II

THIS CORPORATION SHALL COMMENCE UPON EXECUTION OF THESE ARTICLES AND SHALL EXIST PERPETUALLY.

ARTICLE III

THE PURPOSE OF THIS CORPORATION IS TO OPERATE A POOL AND SPA BUILDING AND SUPPLY BUSINESS , AND ENGAGE IN ANY BUSINESS LAWFUL UNDER THE LAWS OF THE STATE OF FLORIDA OR THE UNITED STATES.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE TEN THOUSAND (10,000) SHARES OF \$1.00 PAR VALUE, COMMON STOCK. THE RIGHTS ATTENDANT TO ALL SUCH SHARES, ONCE ISSUED, SHALL BE IDENTICAL IN ALL RESPECTS.

THE SHARES OF THIS CORPORATION ARE NOT TO BE DIVIDED INTO CLASSES. THIS CORPORATION IS NOT AUTHORIZED TO ISSUE SHARES IN SERIES OR IN LESS THAN WHOLE SHARES.

**ARTICLES OF INCORPORATION
OF
SPACECOAST POOL BUILDERS INC.**

ARTICLE V

EVERY SHAREHOLDER, UPON THE ISSUANCE OF ANY NEW STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO-RATA SHARE THEREOF (AS NEARLY AS CAN BE DONE WITHOUT ISSUING FRACTIONAL SHARES), AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI

THE INITIAL STREET AND MAILING ADDRESS OF THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION IS 2740 BUSINESS CENTER BLVD., MELBOURNE FL. 32940. THE INITIAL ADDRESS IN FLORIDA OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS 1768 BRUMAN TERRACE, MELBOURNE , FL. 32935, AND THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS MARK C. DOUGLASS.

ARTICLE VII

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF TWO (2) DIRECTORS INITIALLY. THE TOTAL NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE SHAREHOLDERS, BUT SHALL NEVER BE LESS THAN ONE. THE NAMES AND ADDRESSES OF THE PERSONS WHO SHALL SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDERS, OR UNTIL SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED, ARE AS FOLLOWS:

MARK DOUGLASS
1768 BRUMAN TERR.
MELBOURNE, FL. 32935

GEORGE DOUGLASS
2633 BERNICE CT.
MELBOURNE, FL. 32935

ARTICLE VIII

THE SHAREHOLDERS OF THIS CORPORATION SHALL ADOPT BY-LAWS WHICH SHALL CONTAIN PROVISIONS FOR THE MANAGMENT OF THE BUSINESS AND THE REGULATION OF THE AFFAIRS OF THE CORPORATION THAT ARE NOT CONSISITENT WITH THE ARTICLES OR THE LAES OF THE STATE OF FLORIDA.

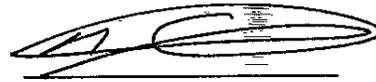
ARTICLE IX

THE NAME AND ADDRESS OF THE INITIAL INCORPORATOR IS AS FOLLOWS:
MARK C. DOUGLASS , 1768 BRUMAN TERR. , MELBOURNE, FL. 32935.

ARTICLE X

THE BOARD OF DIRECTORS SHALL HAVE THE POWER TO AMEND OR SUPPLEMENT THESE ARTICLES OF INCORPORATION WHEN APPROVED BY A MAJORITY VOTE OF THE SHAREHOLDERS.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED TO THESE ARTICALS OF INCORPORATION IN MELBOURNE, BREVARD COUNTY , FLORIDA, THIS 8 DAY OF MARCH , 1999.


MARK C. DOUGLASS

I HEREBY AM FAMILAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


MARK C. DOUGLASS
REGISTERED AGENT

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TALLAHASSEE, FLORIDA