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ACCOUNT NO. : 072100000032

REFERENCE : 194941 7181309

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 70.00

ORDER DATE : April 6, 1999

ORDER TIME : 2:31 PM

ORDER NO. : 194941-005

CUSTOMER NO: 7181309

CUSTOMER: Mr. James G. Brown  
MR. JAMES G. BROWN  
MR. JAMES G. BROWN  
1112 Morgan Road

Daytona Beach, FL 32119

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -6 PM 1:32

DOMESTIC FILING

NAME: AMERICAN POOL MASTERS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

500002831585--6

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

*J* 4/7/99

RECEIVED

APR -6 PM 4:43

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
LAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 APR -6 PM 1:32

ARTICLES OF INCORPORATION  
OF  
AMERICAN POOL MASTERS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN POOL MASTERS, INC.

The address of the principal office of this corporation shall be 1648 Taylor Road, Suite 140, Daytona Beach, Florida 32124 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

James G. Brown  
Dir.

1112 Morgan Road,  
Port Orange, Florida 32119

99 APR -6 PM 1:33

ARTICLE VII. INCORPORATOR

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

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

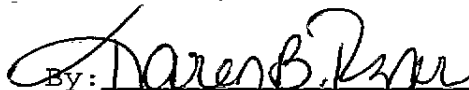
The undersigned incorporator has executed these Articles of Incorporation on April 6, 1999.



Its Agent, Karen B. Rozar  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar  
Authorized Service Representative  
Corporation Service Company