



THE UNITED STATES  
CORPORATION  
COMPANY

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99 MAY -4 PM 1:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AUTHORIZATION :

*Patricia Pyjute*

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CUSTOMER NO: 81369A

CUSTOMER: J. Edward Weber, Esq  
J. EDWARD WEBER, , P.A.  
J. EDWARD WEBER, , P.A.  
747 North Washington Blvd.

Sarasota, FL 34236

DOMESTIC FILING

NAME: POOLS BY POOL PRO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

*PH 5/4/99*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 MAY -4 AM 11:31

RECEIVED

ARTICLES OF INCORPORATION  
OF  
POOLS BY POOL PRO, INC.

FILED  
99 MAY -4 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be POOLS BY POOL PRO, INC.

ARTICLE II

The corporation has been formed to construct and install swimming pools and attendant fixtures and equipment. With the approval of its directors, the corporation may engage in any other lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is ONE THOUSAND (1000) shares. All such shares shall be of a single class, designated as common. All shares shall be no par value shares.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

## ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

## ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE VII

The corporation shall begin its existence on the date that the incorporator signs these Articles and it and shall continue to exist until dissolved as provided by law.

#### ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation but shall never be fewer than one nor more than three. The initial board of directors shall consist of three (3) directors whose names and addresses are as follows:

Michael L. Farrell, 618 Roberts Bay Drive, Nokomis, Florida 34275  
Charles B. Needleman, 524 Alhambra Road, Venice, Florida 34285  
Karen A. Farrell, 618 Roberts Bay Drive, Nokomis, Florida 34275

#### ARTICLE IX

The initial registered agent of the corporation is Karen A. Farrell. The street address of the corporation's initial registered office is 605 Colonia lane East, Nokomis, Florida 34275.


#### ARTICLE X

The principal place of business and mailing address of this corporation shall be: 605 Colonia Lane East, Nokomis, Florida 34275.

#### ARTICLE XI

The name and address of the incorporator to these Articles of Incorporation is Karen A. Farrell, 618 Roberts Bay Drive, Nokomis, Florida 34275.

The undersigned incorporator has executed these Articles of Incorporation this 30 day of April, 1999.

  
Karen A. Farrell, Incorporator

**Pools By Pool Pro, Inc.  
Acceptance by Registered Agent**

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99 MAY -4 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, having been designated as the Registered Agent of the above named corporation declares that she is familiar with the duties of a Registered Agent, accepts appointment as Registered Agent, and promises to perform all duties required of a Registered Agent for said corporation.

Karen A. Farrell  
Karen A. Farrell  
605 Colonia Lane East  
Nokomis, Florida 34275

April 30, 1999