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CHARLES J. NEAL, INC.

ACCOUNTING AND CERTIFIED PROFESSIONAL CONSULTANT

150 153RD AVENUE, SUITE 302 • MADEIRA BEACH, FL 33708 • (813) 392-5866 • FAX (813) 392-7525

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINS STREET
TALLAHASSEE, FL 32399

MAY 13, 1999

RE: INCORPORATION OF ADKINS POOL RENOVATION & REPAIR INC.

GENTLEMEN:

ENCLOSED IS AN ORIGINAL AND ONE COPY OF THE ARTICLES OF
INCORPORATION OF THE ABOVE REFERENCED CORPORATION . IN
ADDITION , A CHECK IN THE AMOUNT OF \$122.50 REPRESENTING
THE FOLLOWING FEES IS ENCLOSED:

FILLING FEES\$ 35.00

CERTIFIED COPY..... 52.50

REGISTERED AGENT
DESIGNATION 35.00

TOTAL.....\$122.50

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-05/14/99--01082--008
*****122.50 *****78.75

PLEASE FILE THE ORIGINAL OF THE ENCLOSED ARTICLES OF
INCORPORATION AND RETURN A CERTIFIED COPY TO THE UNDERSIGNED.
A RETURN ENVELOPE IS ENCLOSED.

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT ME AT YOUR EARLIEST
CONVENIENCE.

YOURS TRULY,

Charles J. Neal

CHARLES J. NEAL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 MAY 14 PM 5:26

FILED

* R. Purinton MAY 18 1999

**ARTICLES OF INCORPORATION
OF**

FILED
1999 MAY 14 PM 5:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent to contract for the purpose of forming a corporation under provisions of the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of corporation is **ADKINS POOL RENOVATION & REPAIRS INC**

ARTICLE II

Principal Office

The principal place of business and mailing address of this Corporation shall be:

Principal place of business: **PINELLAS** COUNTY

Mailing address: **5344 BURLINGTON AVE N
ST PETERSBURG FL 33701**

ARTICLE III

Purpose

The general nature of the business to be transacted and carried on by the corporation is to do any and all of the things hereinafter set forth to the same extent as a natural person might or could do in the State of Florida or any part of the work as principals or agents, or otherwise, alone or in company with others, without restrictions as to time, place or amount, namely:

To engage in the transaction of any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock that the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares of common stock with a par value of one (\$1.00) Dollar per share.

ARTICLE V

Term of Existence

The corporation is to have perpetual existence. The effective date of this corporation shall be MAY 17TH 1999 .

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5344 BURLINGTON AVE N , ST PETERSBURG FL 33701
THE name of the registered agent is MARK J. ADKINS .

ARTICLE VII

Incorporator

The name and address of the incorporator to these Articles are:

MARK J. ADKINS

5344 BURLINGTON AVE N

ST PETERSBURG FL 33701

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

Restrictions on Transfer of Stock

Shares held by the initial shareholders, their heirs, personal representatives or administrator, listed above, may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X

Cumulative Voting

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XI

Informal Actions of Directors

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as

though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

Calling of Special Meetings

Special meetings of shareholders may be called by any member of the Board of Directors.

ARTICLE XIII

Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 TH day of MAY 1999

X

Mark J. Adkins
Incorporator **MARK J. ADKINS**

X

Mark J. Adkins
Incorporator and Registered Agent

STATE OF FLORIDA)

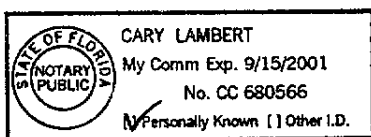
MARK J. ADKINS

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 13TH day of MAY, 1999, by MARK J. ADKINS, who are personally known to me or who has produced a Florida Driver's License as identification, and who did take an oath and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid this 13 TH day of MAY 1999.

Cary Lambert
Notary Public



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, 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:

ADKINS POOL RENOVATION & REPAIRS INC.

2. The name and address of the registered agent and office is:

**MARK J. ADKINS
5344 BURLINGTON AVE N
ST PETERSBURG FL 33701**

Signature: _____

X Mark J. Adkins
MARK J. ADKINS

Title: _____

PRESIDENT

Date: _____

5-13-99

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.

X

Mark J. Adkins
(NAME) **MARK J. ADKINS**

5-13-99
DATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 MAY 14 PM 5: 26

FILED