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*****70.00 *****70.00

May 14, 1999

Secretary of State
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL. 32301

FILED
99 MAY 17 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: BLUE DIAMOND QUALITY POOL SERVICES, INC.

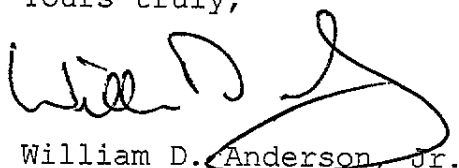
Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation.

I would appreciate your filing these Articles of Incorporation with the Secretary of State, with a check in the amount of \$70.00 for their costs.

Thank you for your courtesies.

Yours truly,


William D. Anderson, Jr.

WDA/bw

OB
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ARTICLES OF CORPORATION
OF
BLUE DIAMOND QUALITY POOL SERVICES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BLUE DIAMOND QUALITY POOL SERVICES, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of retail sales and any other lawful activity.

ARTICLE III - CAPITAL STOCK

This organization is authorized to issue 5,000 shares of \$1.00 par value common stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 516 Camden Ave. Stuart, Fl. 34994, and the name of the initial registered agent of this corporation at that address is: WILLIAM D. ANDERSON, JR..

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are: FRANK A. SARGENT, 2680 SW Glenmoor Way, Palm City, Florida 34990.

ARTICLE VI - INCORPORATORS

The name and address of the person signing these Articles is: Frank A. Sargent, 2680 SW Glenmoor Way, Palm City, Fl. 34990

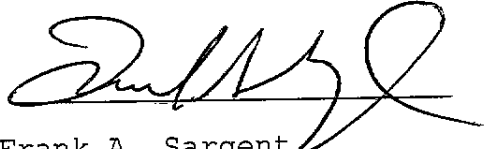
ARTICLE VII - CUMULATIVE VOTING

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 directors to be elected at that time, multiplied by the number of his/her share, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 subscribers have executed these Articles of Incorporation, this 14th day of May, 1999.


Frank A. Sargent

STATE OF FLORIDA)

COUNTY OF MARTIN)

I HEREBY CERTIFY, that on this day before me an officer duly qualified to take acknowledgments, personally appeared

FRANK A. SARGENT, to me who is personally known _____ or has produced identification ✓, Type of identification S-625-261-41-177-0 to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me the execution of same.

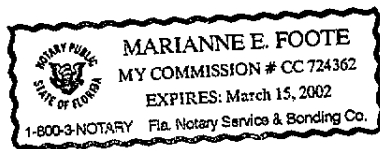
WITNESS my hand and official seal in the County and State last aforesaid, this _____ th day of May, 1999.

Marianne E. Foote

Notary Public

My Commission Expires MARCH 15, 2002

Commission No. CC 724367



REGISTERED AGENT DESIGNATION

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That BLUE DIAMOND QUALITY POOL SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2680 SW Glenmoor Way, Palm City, FL. 34990, has named WILLIAM D. ANDERSON, JR., as its agent to accept service of process within Florida.

Dated this 5th day of May, 1999.

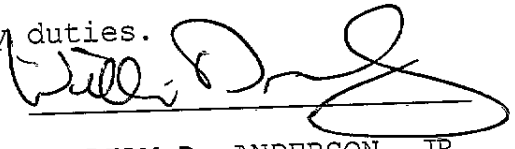
FRANK A. SARGENT
FRANK A. SARGENT
TALLAHASSEE, FLORIDA
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ACCEPTANCE OF DESIGNATION

Having been named to accept Service of Process for the above stated corporation, at 516 Camden Ave., Stuart, Fl. 34994, I

hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the

proper and complete performance of my duties.


WILLIAM D. ANDERSON, JR.

STATE OF FLORIDA)

COUNTY OF MARTIN)

I hereby certify that on this day before me, an officer
duly authorized to take acknowledgments, personally appeared

FRANK A. SARGENT

to me well known to be the person(s) who executed the foregoing
instrument, and acknowledged before me who has produced Florida
Driver License No. 5125-261-41-177-0, as identification,
and who (did/did not) take an oath.

Dated this 5th day of May, 1999.

Marianne E. Foote

Notary Public

My Commission Expires: MARCH 15, 2002

Commission No. CC724362

