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Law Offices

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1 FLORIDA PARK DR. SO., STE. 332
PALM COAST, FLORIDA 32137
ORANGE CITY EXECUTIVE CENTER
815 S. VOLUSIA AVE., STE. 6
ORANGE CITY, FLORIDA 32763

REPLY TO DAYTONA BEACH OFFICE

May 17, 1999

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-05/21/99-01085-007

****122.50 *****78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

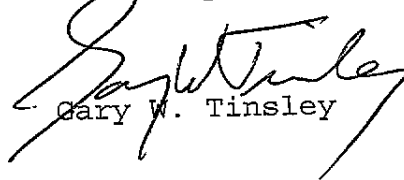
Re: Articles Of Incorporation of
SPLASH ZONE CUSTOM BUILT POOLS, INC.

Dear Sir or Madame:

Enclosed herewith for filing are the original Articles Of Incorporation of SPLASH ZONE CUSTOM BUILT POOLS, INC. together with Designation of Registered Agent and our check in the amount of \$122.50 which represents your fee for the filing of these Articles. Upon your filing these Articles, please return to our office a certified copy of same.

Your cooperation and attention in this matter is greatly appreciated.

Sincerely,


Gary W. Tinsley

Enclosures

FILED
99 MAY 21 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
99 MAY 21 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

SPLASH ZONE CUSTOM BUILT POOLS, INC.

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles Of Incorporation for such corporation:

1. **NAME:** The name of the corporation is SPLASH ZONE CUSTOM BUILT POOLS, INC.

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose of the corporation is to engage in any activities or businesses permitted under the laws of the State of Florida.

4. **STOCK:** The corporation shall have the authority to issue 3,000 shares, all in one class at no par value.

5. **REGISTERED AGENT:** The address of the initial registered office of the corporation is 213 Silver Beach Avenue, Daytona Beach, Florida 32118, and the name of its initial registered agent at said address is GARY W. TINSLEY, Esquire.

6. **DIRECTORS:** The number of directors constituting its initial Board Of Directors is Three (3), whose names and addresses are PATRICIA M. TINSLEY, 109 Marbled Godwit Court, Daytona Beach, FL 32119; MARK A. BOVIER, 806 Del Prado, Port Orange, FL 32119; BRADLEY R. VOSHELL, 2219 Doster Drive, New Smyrna Beach, FL 32168.

7. **INCORPORATOR:** The name and address of the incorporator is PATRICIA M. TINSLEY, 109 Marbled Godwit Court, Daytona Beach, FL 32119.

8. **PRE-EMPTIVE RIGHTS:** The holders of common stock of this corporation shall have pre-emptive rights to purchase, at any prices, terms, and conditions, that shall be fixed by the Board Of Directors, such of the shares of stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized, issued, and outstanding by the corporation. The pre-emptive right of any shareholder is determined by the ratio of authorized, issued, and outstanding shares of common stock held by the holder to all shares of common stock currently authorized, issued, and outstanding.

9. **SHAREHOLDER AGREEMENTS:** The shareholders may at any time enter into an agreement by and between themselves unanimously,

which controls the election of the Directors or Officers of the corporation, the transferability of stock, or any other matter allowed under the laws of the State of Florida.

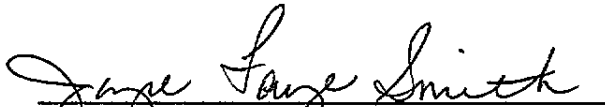
IN WITNESS WHEREOF, THE UNDERSIGNEDS have made and subscribed of these Articles Of Incorporation for SPLASH ZONE CUSTOM BUILT POOLS, Inc., at Port Orange, Florida, on this 15TH day of May, 1999.


PATRICIA M. TINSLEY

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

PATRICIA M. TINSLEY, this day personally appeared before me and after first being duly sworn by me, deposes and says that she has read the foregoing Articles Of Incorporation, has personal knowledge of the facts and matters therein set forth and all are true and correct, and further acknowledges before me the execution of these Articles Of Incorporation.

SWORN TO AND SUBSCRIBED before me this 15TH day of May, 1999.


NOTARY PUBLIC
State of Florida at Large

My commission expires:



JOYCE FAYE SMITH
My Commission CC504807
Expires Oct. 23, 1999

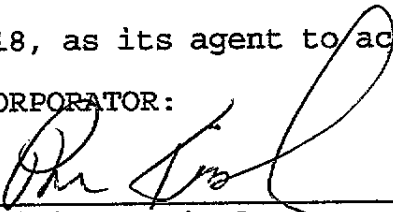
STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

SPLASH ZONE CUSTOM BUILT POOLS, INC., a corporation organized (or organizing) under the laws of the State Of Florida, with its principal office at 1656 Taylor Road, Port Orange, Florida 32124, has named GARY W. TINSLEY, Attorney At Law, whose address is 213 Silver Beach Avenue, Daytona Beach, Volusia County, Florida 32118, as its agent to accept service of process within the State.

INCORPORATOR:



Patricia M. Tinsley
109 Marbled Godwit Court
Daytona Beach, FL 32119

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

PATRICIA M. TINSLEY, this day personally appeared before me and after first being duly sworn by me, deposes and says that she has read the foregoing Certificate, has personal knowledge of the facts and matters therein set forth and all are true and correct, and further acknowledges before me the execution of this Certificate.

May SWORN TO AND SUBSCRIBED before me this 15TH day of May, 1999.



NOTARY PUBLIC

State of Florida at Large

My commission expires:



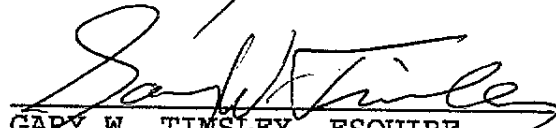
JOYCE FAYE SMITH
My Commission CC504607
Expires Oct. 23, 1999

FILED
99 MAY 21 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I AGREE as registered agent to accept service of process;

to keep the office open during prescribed business hours; to post my name and any other Officers of said corporation authorized to accept service of process at the above-designated Florida address in some conspicuous place in the office as required by law.

DATED this 15TH day of May, 1999.


GARY W. TINSLEY, ESQUIRE
213 Silver Beach Avenue
Daytona Beach, Florida 32118
(904) 254-2941