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Wills, Trusts &
Estate Planning

Corporation &
Business Law

May 25, 1999

Corporate Records
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-05/27/99--01041--004
*****78.75 *****78.75

Re: Berger, Inc. of Nokomis

Dear Ladies or Gentlemen:

Enclosed herewith are the original and a copy of the Articles of Incorporation of the above referenced corporation.

Also enclosed is a check in the amount of \$78.75 to cover the following:

\$35.00	Filing fee
8.75	Certificate under seal
35.00	Designation of Registered Agent

Please return the certificate under seal and a copy of the Articles of Incorporation to me at the above address. Thank you.

Very truly yours,



Andrew J. Britton

AJB/bk
Enclosures
cc: William Berger

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
99 MAY 27 PM 2:29
FILED

B. BROCK JUN 2 1999

**ARTICLES OF INCORPORATION
OF
BERGER, INC. OF NOKOMIS**

FILED
99 MAY 27 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a general corporation under and by virtue of the laws of the State of Florida as contained in the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended (the "Act").

ARTICLE 1. NAME; ADDRESS

The name of the corporation shall be Berger, Inc. of Nokomis and the principal place of business and mailing address of this corporation shall be 155 W. Dearborn Street, Englewood, Florida 34223.

ARTICLE 2. DURATION

The date of commencement of corporate existence shall be the date the Articles of Incorporation are filed with the State of Florida, and the period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is to engage in, conduct and carry on the business of providing pool supplies and

service; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and to transact any or all other lawful business for which corporations may be incorporated under the Act, including qualifying for certain tax or retirement advantages available to general corporations. The corporation shall have all the powers specified in Section 607.0302 of the Act.

ARTICLE 4. STOCK

The corporation shall have authority to issue 7,500 shares of common stock with a par value of \$1,00 per share. The corporation shall not have the authority to issue shares in series.

ARTICLE 5. PREEMPTIVE RIGHTS AND OTHER RESTRICTIONS

5.1 Statement of Preemptive Rights. After the subscription shares have been issued, each holder of shares in the corporation shall have the first right to purchase shares (and securities convertible to shares) of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by

any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

5.2 Prohibition of Issue of Shares for Other Than Money or Property. Shares in the corporation shall not be issued for consideration other than money, property or in payment of a debt of the corporation, without the unanimous consent of all Shareholders.

5.3 Restrictions on Transfer of Stock. If any two or more Shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the rights of any of them to transfer, encumber or otherwise dispose of any shares of stock of the corporation held by them, then all share certificates subject to such restrictions shall have a reference to the restrictions placed on the certificate and such stock shall not thereafter be transferred on the corporate books except in accordance with the provisions of such agreement. Stock transferred in violation of any such restrictions shall not be entitled to dividend or voting rights until there has been full compliance with the provisions of any such agreement.

ARTICLE 6. INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation is 155 W. Dearborn Street, Englewood, Florida 34223, and the name of the initial registered agent of the corporation at such address is William H. Berger.

ARTICLE 7. DIRECTORS

The initial Board of Directors shall consist of two members. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders or until their successors be elected and qualify, or until their earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
William H. Berger	34 Governor's Harbour Hilton Head, SC 29926
Linda A. Berger	34 Governor's Harbour Hilton Head, SC 29926

ARTICLE 8. INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
William H. Berger	34 Governor's Harbour Hilton Head, SC 29926

Linda A. Berger

34 Governor's Harbour
Hilton Head, SC 29926

ARTICLE 9. PROVISIONS FOR THE REGULATION
OF THE BUSINESS AND FOR
THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

9.1 Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of Board of Directors.


9.2 Bylaws. The initial Bylaws of the corporation shall be adopted by the Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Act and these Articles of Incorporation.

9.3 Contracts in Which Directors Have an Interest. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the Directors of the

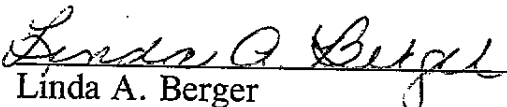
Corporation is interested in or is a Director or Officer of another corporation, or
(b) the fact that any Director, individually or jointly with others, may be a party
to or may be interested in the contract or transaction; and each person who may
become a Director of the corporation is hereby relieved from any liability that
might otherwise arise by reason of his contracting with the corporation for the
benefit of himself or any firm, or corporation in which he may be interested.

9.4 Compensation of Directors.. The Board of Directors shall have
the authority to make provision for reasonable compensation to its members for
their services as Directors and to fix the basis and conditions upon which this
compensation shall be paid. Any Director may also serve the corporation in any
other capacity and receive compensation therefrom in any form.

IN WITNESS WHEREOF, the undersigned, being the incorporators
of the corporation, execute these Articles of Incorporation and certify to the truth
of the facts herein stated, this 19th day of May, 1999.



William H. Berger



Linda A. Berger

STATE OF SOUTH CAROLINA

COUNTY OF Beaufort

FILED
99 MAY 27 PM 2:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of South Carolina, certify that William H. Berger and Linda A. Berger, personally known to me or who did produce South Carolina DL as identification, being the incorporators referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and official seal this 19 day of May, 1999.

Sharon M Fletcher
Notary Public

SHARON M. FLETCHER
Name Printed

My commission expires: ~~My Commission Expires December 5, 2005~~

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.

William H. Berger
WILLIAM H. BERGER

MAY 19TH. 1999
Date