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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-06/16/99 -01045--008
*****70.00 *****70.00

SUBJECT: G & S Pool Service II Inc.
(proposed corporate name)

Enclosed please find an original copy of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00.

FROM: Brian Chorzelewski
Name

917 S. E. 16th Court
Address

Deerfield Beach, Florida 33442
City, State & Zip

(954) 234-0098
Telephone Number

FILED
1999 JUN 16 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed when certified copy is requested.

MEMO

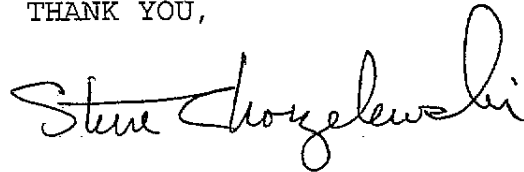
DATE: 6/10/99

FROM: G & S POOL SERVICE INC.

TO: DEPARTMENT OF STATE, DIVISION OF CORPORATIONS

PLEASE BE ADVISED THAT G & S POOL SERVICE II INC. IS AFFILIATED WITH G & S POOL SERVICE, INC., A FLORIDA CORPORATION. PLEASE ALLOW G & S POOL SERVICE II INC. TO USE THE SIMILAR CORPORATE NAME.

THANK YOU,

A handwritten signature in cursive script that reads "Steve Chorzelewski". The signature is written in dark ink and is positioned to the right of the typed name.

STEVE CHORZELEWSKI
PRESIDENT
G & S POOL SERVICE INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

G & S POOL SERVICE II INC.

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

ARTICLE I

The name of the corporation shall be:

G & S Pool Service II Inc.

ARTICLE II

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

G & S Pool Service II Inc.
917 S. E. 16th Court
Deerfield Beach, Florida 33442

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares.

ARTICLE IV

The name and address of the initial registered agent is:

Brian Chorzelewski
917 S. E. 16th Court
Deerfield Beach, Florida 33442

ARTICLE V

The names and street addresses of the incorporators to these Articles of Incorporation are:

1. Steven J. Chorzelewski
4023 N. W. 1st Place
Deerfield Beach, Florida 33442
2. Brian Chorzelewski
917 S. E. 16th Court
Deerfield Beach, Florida 33442
3. Alison Cashin
917 S. E. 16th Court
Deerfield Beach, Florida 33442


The undersigned have executed these Articles of Incorporation this 10th day of June, 1999.



Signature/Title Director



Signature/Title Director



Signature/Title Director

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized 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:

G & S Pool Service II Inc.

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

Brian Chorzelewski
(Name)

917 S. E. 16th Court
(P. O. Box not acceptable)

Deerfield Beach, Florida 33442
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 JUN 16 AM 10:03

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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.

SIGNATURE

Brian Chorzelewski

DATE June 10, 1999

REGISTERED AGENT FILING FEE \$35.00