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June 15, 1999

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*****78.75 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: MILLENNIUM POOL CARE, INC.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation, together with Certificate of Designation and a check in the amount of \$ 78.75..

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,



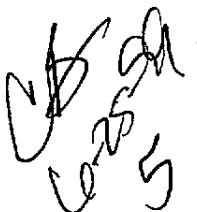
AARON HODGE

EFFECTIVE DATE

6-17-99

FROM: MILLENNIUM POOL CARE, INC.
149 - 4TH STREET, APT. #4
JUPITER, FL 33458
(561) 748-0926

FILED
99 JUN 24 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



EFFECTIVE DATE
6-17-99

ARTICLES OF INCORPORATION
of
MILLENNIUM POOL CARE, INC.

FILED
99 JUN 24 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: MILLENNIUM POOL CARE, INC.

ARTICLE II - PRINCIPAL OFFICE

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

MILLENNIUM POOL CARE, INC.
149 - 4TH STREET, APT. #4
JUPITER, FL 33458

ARTICLE III - DURATION

The corporation shall commence its existence on the date of execution of these Articles and its existence shall be perpetual unless dissolved according to Florida law.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida Statutes and to do such things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Two Hundred (200). Such shares shall be of a single class of Common Stock, which shall be designated "Common Shares" and shall be a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the Initial Registered Agent of this Corporation is:

AARON HODGE

149 - 4TH STREET, APT. #4

JUPITER, FL 33458

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

1) AARON HODGE

149 - 4TH STREET, APT. #4

JUPITER, FL 33458

2) NEVIN COMPTON

149 - 4TH STREET, APT. #4

JUPITER, FL 33458

ARTICLE VIII - INCORPORATOR(S)

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

1) AARON HODGE

149 - 4TH STREET, APT. #4

JUPITER, FL 33458

2) NEVIN COMPTON

149 - 4TH STREET, APT. #4

JUPITER, FL 33458

ARTICLE IX - INDEMNIFICATION

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party or in which he or she may be come involved by reason of his or her being or having been an officer or director of the corporation, whether or not he or she is an officer or director at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE X - BY-LAWS

The Board of Directors and the Shareholders are both vested with the power to adopt, alter, amend or repeal by-laws.

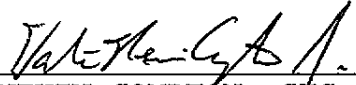
ARTICLE XI - AMENDMENTS

These Article of incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, the undersigned has (have) executed these Articles of Incorporation this

Thursday day of June 17, 1999.


AARON HODGE, PRESIDENT


NEVIN COMPTON, SEC./TREAS.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

OF

MILLENNIUM POOL CARE, INC.


Pursuant to the provisions of section 607.0501, 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:

MILLENNIUM POOL CARE, INC.

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

AARON HODGE
149 - 4TH STREET, APT. #4
JUPITER, FL 33458

Signature: 

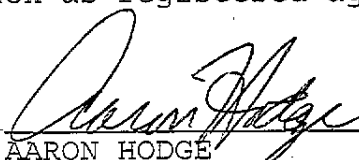
AARON HODGE

Title: PRESIDENT

Date: June 17, 1999

FILED
09 JUN 24 AM 11:40
CLERK OF STATE
TALLAHASSEE, FLORIDA

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: 

AARON HODGE

Date: June 17, 1999