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WARREN N. McMILLEN, JR.

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Reply To:

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Maitland, Florida 32794-0609

October 6, 1999

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

800003014428--3

-10/14/99-01041-003

****122.50 ****78.75

Re: Corporate Charter
Pacific Pools of Central Florida, Inc.

Gentlemen:

I have enclosed two copies of the Articles of Incorporation for Pacific Pools of Central Florida, Inc. Also enclosed is a check for \$122.50 in payment of filing fees, \$35.00; certified copy, \$52.50 and registered agent designation, \$35.00.

If you have any questions, please contact me.

Very truly yours,



Warren N. McMullen, Jr., C.P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 OCT 14 AM 11:46

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A. Howell OCT 19 1999

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1999 OCT 14 AM 11:46

ARTICLES OF INCORPORATION
OF
PACIFIC POOLS OF CENTRAL FLORIDA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME OF CORPORATION

The name of this corporation is PACIFIC POOLS OF
CENTRAL FLORIDA, INC.

ARTICLE II - PURPOSES

This corporation is organized for the purposes of
transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of
One Dollar (\$1.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of
this corporation is 435 Sweet Bay Drive, Longwood, Florida
32779 and the name and address of the initial
Registered Agent of the corporation is Andrew Coplin,
435 Sweet Bay Drive, Longwood, Florida 32779.

ARTICLE V

This corporation shall exist perpetually unless sooner
dissolved according to law, and said corporation's existence
shall commence on the date of subscription and acknowledge-
ment of these Articles of Incorporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director 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.

The name and address of the initial Director of this corporation is:

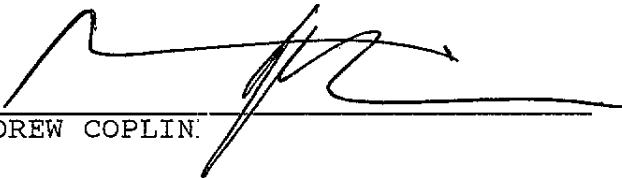
Andrew Coplin
435 Sweet Bay Drive
Longwood, Florida 32779

ARTICLE VII - INCORPORATOR

The name and address of the person signing these ARTICLES OF INCORPORATION IS:

Andrew Coplin
435 Sweet Bay Drive
Longwood, Florida 32779

IN WITNESS WHEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION this 11th day of October, 1999.

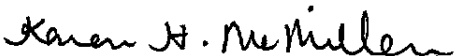
x 
ANDREW COPLIN

STATE OF FLORIDA

County of Orange

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ANDREW COPLIN, known to me and known by me to be the persona who executed the foregoing ARTICLES OF INCORPORATION, and he acknowledged before me that he executed those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th day of October, 1999.


NOTARY PUBLIC

MY COMMISSION EXPIRES:



FILED

1999 OCT 14 AM 11:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That ANDREW COPLIN, desiring to organize under the Laws of the State of Florida, with its principal offices located at 435 Sweet Bay Drive, Longwood, Florida 32779 has named ANDREW COPLIN, whose address is 435 Sweet Bay Drive, Longwood, Florida 32779, as its agent to accept service of process within this State.

SECOND: Having been named to accept service of process for the above state corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

x


ANDREW COPLIN