

P99000094427



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 432001 89589A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 25, 1999

ORDER TIME : 11:43 AM

ORDER NO. : 432001-010

CUSTOMER NO: 89589A

CUSTOMER: Clifford A. Taylor, Esq
CLIFFORD A. TAYLOR, ESQ
CLIFFORD A. TAYLOR, ESQ
P O Box 2090

Bunnell, FL 32110

DOMESTIC FILING

NAME: GUARANTEED POOLS OF ORLANDO,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

100003025341--2
-10/26/99--01047--021
*****78.75 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 26 PM 5:19

RECEIVED
99 OCT 26 PM 1:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FL
10/26/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 26 PM 5: 19

ARTICLES OF INCORPORATION

OF

GUARANTEED POOLS OF ORLANDO, INC.

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

GUARANTEED POOLS OF ORLANDO, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is sales of residential and commercial pools and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a nominal or par value of TEN (\$10.00) DOLLARS. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract. This provision shall not prevent the personal representative of a deceased stockholder or the guardian or an incompetent stockholder from taking possession of such stock in accordance with the requirements of law until such stock can be sold or otherwise disposed of.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1,000.00 Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 1021 N. Orlando Ave., P.O. Box 940914, Maitland, FL 32794-0914. The board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The Corporation shall have three (3) directors initially, to wit: Wesley C. Haigh, Gus Simos, and Guy Villa. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL OFFICERS and DIRECTORS

The names and post office addresses of the members of the first Board of Directors and all officers are:

<u>Name</u>		<u>Address</u>
Wesley C. Haigh	President	P.O. Box 940914, Maitland, Fl. 32794-0914
Gus Simos	Vice President	43 S. Magnolia Drive, Ormond Beach, Fl. 32174
Guy Villa	Secretary/Treasurer	P.O. Box 940914, Maitland, Fl. 32794-0914

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof:

<u>Name</u>	<u>Shares</u>	<u>Consideration</u>
Wesley C. Haigh P.O. Box 940914, Maitland, Fl. 32794-0914	400	\$400
Village Concepts, Inc. P.O. Box 159, Bunnell, Fl. 32110	300	\$300

Guy Villa
P.O. Box 940914, Maitland, Fl. 32794-0914

300

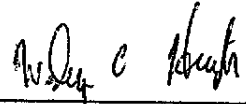
\$300

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Clifford Taylor, 507 East Moody, Blvd., P.O. Box 2090, Bunnell, Fl. 32110, to accept service of process within the State as to this corporation.



Wesley C. Haigh



Gus Simos

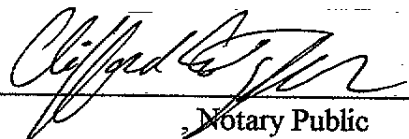


Guy Villa

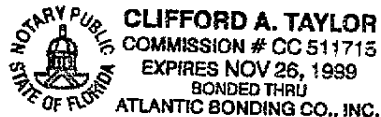
STATE OF FLORIDA
COUNTY OF Flagler

I HEREBY CERTIFY THAT on this day before me a Notary Public, a duly authorized in the State and County named in the above to take acknowledgment, personally appeared Wesley C. Haigh, Gus Simos and Guy Villa to me personally known to be the persons described as subscribers, in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those articles of Incorporation.

Witness my hand and official seal in the County and State named above, this 30 day of September, 1999.



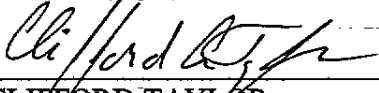
Notary Public



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT CLIFFORD TAYLOR, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1021 N. ORLANDO AVE., MAITLAND, FL 32794-0914, STATE OF FLORIDA HAS NAMED CLIFFORD TAYLOR, LOCATED AT 507 E. MOODY BLVD., BUNNELL, FL 32110 AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.



CLIFFORD TAYLOR

Date:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

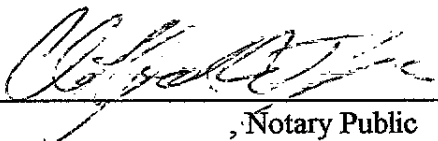


CLIFFORD TAYLOR


Date:

STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me this 30th day of September, 1999, by Clifford Taylor, who is personally known to me.



, Notary Public

 **CLIFFORD A. TAYLOR**
COMMISSION # CC 511715
EXPIRES NOV 26, 1999
BONDED BY
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 26 PM 5:19