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RAFOOL & RAFOOL PA
ATTORNEYS AND COUNSELLORS AT LA



1519 Third Street, S.E.
Winter Haven, Florida 33880

FILED

99 DEC 10 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Post Office Box 7286
Tallahassee, Florida 33883-7286
Telephone: (941) 299-3339
Telecopier: (941) 295-9702

Brandon J. Rafool
Raymond J. Rafool

December 8, 1999

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

100003066981--5
-12/10/99--01074--001
****122.50 *****78.75

Re: K & B POOLS, INC.

Dear Sir or Madam:

Please find enclosed filing in the above-referenced matter, Articles of Corporation, together with Registered Agent form. This firm's check in the amount of \$122.50 is enclosed to cover your fees for filing.

Once the Articles and Registered Agent form have been filed, please forward a certified copy to this office via the enclosed envelope.

Thanking you in advance for your assistance in this matter, I am,

Sincerely,

Brandon J. Rafool

BJR/ai
Enclosures

714 12/14/99

ARTICLES OF INCORPORATION

OF

K & B POOLS, INC.

FILED
99 DEC 10 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is K & B POOLS, INC., whose address is: 6140 U.S. Highway 98 North, Lakeland, Florida 33809.

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 1500 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V. - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI - ADDRESS

The principal office of this Corporation shall be 6140 U.S. Highway 98 North, Lakeland, Florida 33809, but the Corporation

shall have the power to establish branch offices and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII - ORIGINAL DIRECTORS

The name and address of the members of the first Board of Directors, is:

ROBERT D. NATHEY	6140 U.S. Highway 98 North Lakeland, FL 33809
KEITH JOHNSTON	6140 U.S. Highway 98 North Lakeland, FL 33809

ARTICLE IX. - SUBSCRIBER

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

ROBERT D. NATHEY	6140 U.S. Highway 98 North Lakeland, FL 33809
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IN WITNESS WHEREOF, the Subscriber has hereunto set her hand and seal and acknowledged and filed the foregoing Articles of Incorporation in the office of the Secretary of State, this 9th day of December, 1999.


ROBERT D. NATHEY

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME personally appeared ROBERT D. NATHEY, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced _____, as identification and who did (did not) take an oath, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 22 day of December, 1999.



Brandon Ratool
MY COMMISSION # 06577353 EXPIRES
November 8, 2000
BONDED THRU TRIGY FAIN INSURANCE, INC.

Brandon T. Ratool

Notary Public
My Commission Expires: _____

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

FILED
99 DEC 10 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST --- K & B POOLS, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of LAKELAND, State of FLORIDA, has named, ROBERT D. NATHEY, located 6140 U.S. Highway 98 North, Lakeland, Florida 33809, as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT: (Must be signed by Registered Agent).

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.


ROBERT D. NATHEY
Registered Agent