

SLH
Financial Services, Inc.

P99000107864

December 7, 1999

Florida Department of State
Division of Corporations
Attn: New Filings
P.O. Box 36327
Tallahassee, FL 32314

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-12/13/99--01126--001
*****78.75 *****78.75

Dear Sirs:

Enclosed are the Articles of Incorporation for "Bit of Paradise Pools, Inc." Also enclosed is a check in the amount of \$78.75 for the filing fee.

Thank you in advance for your prompt handling of this matter. If you have any questions, please feel free to contact me.

Regards,



Sheri L. Hoble, CPA, CFP

FILED
99 DEC 13 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN DEC 14 1999

Sheri L. Hoble, Registered Representative • Securities offered through H. D. Vest Investment Securities, Inc.
MEMBER SIPC, Advisory Services offered through H. D. Vest Advisory Services, Inc.
6333 North State Highway 161 • Fourth Floor • Irving, TX 75038 • 972-870-6000

7761 NW 23rd Street • Margate, FL 33063 • Phone: (954) 969-1044 • Fax: (954) 974-4656

FILED

99 DEC 13 PM 2:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BIT OF PARADISE POOLS, INC.

The undersigned incorporator, subscribing to these Articles of Incorporation, a natural person 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: **BIT OF PARADISE POOLS, INC.**

ARTICLE II - NATURE OF THE BUSINESS

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

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 each share having \$1.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$100.00.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of the Corporation is: 15438^{62nd} Place North, Loxahatchee, FL 33470 and the mailing address of the office is: 15438^{62nd} Place North, Loxahatchee, FL 33470. The Board of Directors may, from time to time, move the principal office to any other location or address in the state of Florida.

ARTICLE VII - DIRECTORS

The Corporation initially shall have one Director. The number of Directors may be increased or decreased from time to time as may be provided in the By-laws adopted by the Board of Directors of the Corporation.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and address of the initial Board of Directors and Officers who shall hold office until their successors are elected and have qualified are:

John Abbott
15438 62nd Place North. - PRESIDENT
Loxahatchee, FL 33470

ARTICLE IX - INCORPORATOR AND INITIAL REGISTERED AGENT

The name and address of the incorporator signing these Articles of Incorporation and the initial registered agent is:

John Abbott
15438 62nd Place North.
Loxahatchee, FL 33470

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon their approval and acceptance for filing by the Secretary of State of the State of Florida.


ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors of the Corporation as may be proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the shares entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII - BY-LAWS

The Corporation shall adopt a set of By-Laws to govern the business and affairs of the Corporation. Wherever the By-Laws of the Corporation differ from or conflict with the provisions of these Articles of Incorporation, the provisions of these Articles of Incorporation shall govern.

IN WITNESS WHEREOF, I have hereunto set my hand, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 7th day of December, 1999.

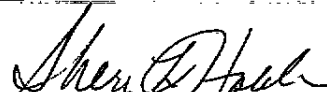


John Abbott
15438 62nd Place North.
Loxahatchee, FL 33470

STATE OF FLORIDA)
COUNTY OF BROWARD) ss:
)

BEFORE ME, the undersigned authority, duly authorized to administer acknowledgments in the County and State last aforesaid, this day personally appeared, JOHN ABBOTT, to me known to be the incorporator and the person who executed these Article of Incorporation, as Incorporator and who produced his Florida driver's license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of December, 1999.



SHERI L. HOBLE
NOTARY PUBLIC

My commission expires: _____



Sheri L. Hoble
Commission # CG 890672
Expires Dec. 15, 2003
Bonded Thru
Atlantic Bonding Co., Inc.




Sheri L. Hoble
Commission # CG 890672
Expires Dec. 15, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Designation as initial agent for the foregoing corporation is hereby
acknowledged and accepted this 7th day of December, 1999.



John Abbott
15438 62nd Place North.
Loxahatchee, FL 33470