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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

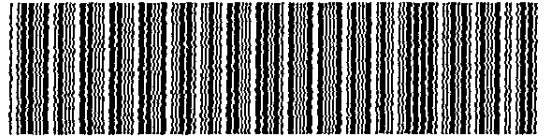
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-41 LAMAR ST. SUITE 200
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ROMAN, YEAGER & ASSOCIATES, INC

ACCOUNTING & TAX SERVICE

306 E Waters Avenue

Tampa, Florida 33604

(813) 932-9855

(813) 932-6530 fax

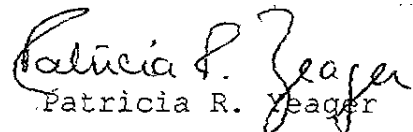
June 24, 2003
Department of State
Division of Corporations
Capitol Building
P.O. Box 6327
Tallahassee, Fl. 32314

Dear Sir:

Enclosed you will find the Articles of Incorporation in the name of H2O POOL AND SPA SERVICE, INC., which I request to be filed. I am also enclosing a check in the amount of \$87.50 made payable to the Florida Department of State. This amount is broken down for a filing fee of \$35.00, a designation of Registered Agent fee of \$35.00, \$8.75 for a certified copy of the charter from your office and \$8.75 for a Certificate of Status.

I would appreciate your office processing this charter at your earliest convenience.

Respectfully,


Patricia R. Yeager

ARTICLES OF INCORPORATION
OF
H2O POOL AND SPA SERVICE, INC.

I, the undersigned hereby organize for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statues of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I NAME

The name of the corporation shall be
H2O POOL AND SPA SERVICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE II

The principal place of business for this corporation is 6709 S. Mascotte Street, Tampa, Florida 33616.

ARTICLE III PURPOSE

The corporation may emerge in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1 shares of \$100.00 par value common stock, which should be designated "Common Shares".

ARTICLE V

The name and street address of the members of the first Board of
Director are:

Laurence Wayne Hoban
6709 S. Mascotte St.
Tampa, Florida 33616

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TALLAHASSEE, FLORIDA

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial/principal registered office of this corporation is 6709 S. Mascotte St., Tampa, Florida 33616. The name of the registered agent of this corporation at that address is Laurence Wayne Hoban. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Laurence W. Hoban

Laurence Wayne Hoban

ARTICLE VII INCORPORATORS

The name and address of the initial subscriber signing these articles
is:

Laurence Wayne Hoban
6709 S. Mascotte St.
Tampa, Florida 33616

ARTICLE VIII

This corporation shall have one director, initially. The number of directors may be increased from time to time by a majority vote of the stockholders, but shall never be less than one.

ARTICLE IX BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set opposite his name:

Laurence Wayne Hoban	1 share
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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to this corporation. The price and terms at which, and the times within which such shares may be offered and sold, shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XI ADOPTION OF BY-LAWS

A special meeting of the subscribers or their assigns shall be held upon the call of the President for the purpose of completing the organization of the corporation and the adoption of the by-laws and the transaction of such other business as may come before meeting.

ARTICLE XII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIII TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals to these Articles of Incorporation on this 24th day of June 2003.

Laurence W. Hoban

Laurence Wayne Hoban, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared Laurence Wayne Hoban who, being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledge before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above this 24th day of June 2003.

Patricia Roman Yeager

NOTARY PUBLIC, STATE OF FLORIDA

Notary name printed:

Patricia R Yeager

Commission # DD 165141



PATRICIA ROMAN YEAGER
MY COMMISSION # DD 165141
EXPIRES: November 14, 2006
Bonded Thru Budget Notary Services