

Filing Fee: \$150.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

Corp. I.D. #

98459

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator (s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Aquidneck Pools & Spas Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND: The period of its duration is (if perpetual, so state) perpetual

THIRD: The purpose or purposes for which the corporation is organized are:

The installation, maintenance, marketing, and sale at retail of swimming pools, spas, solariums, skylights, sunrooms and products and supplies related thereto and connected therewith and the performance of commercial and residential renovations associated therewith, and any and all other lawful business.

FILED

JAN 2 1998

By

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SECRETARY OF STATE
CORPORATIONS DIVISION

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares ...1000.....

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

all shares to be without par value

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

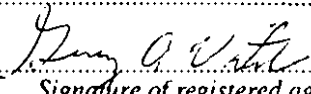
FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares. There shall be no exceptions to this preemptive right. This provision shall not be amended unless such amendment is approved by the holders of Fifty-one percent (51%) of the outstanding common shares of the corporation; provided however, that except for the first issuance of shares at the first meeting of the Board of Directors, the corporation shall not issue or order or authorize the issuance of unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares unless such action is approved by the shareholders of Fifty-one percent (51%) of the outstanding common shares of the corporation.

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

No provision of the Articles of Incorporation or any Amended Articles of Incorporation or any provision of the By-Laws of the corporation shall be amended or deleted or added to the Articles of Incorporation unless approved by the holders of one hundred percent (100%) of the outstanding common shares of the corporation.

SEVENTH: The address of the initial registered office of the corporation is
56 Cypress Avenue, Tiverton, Rhode Island 02878 (add Zip Code)
and the name of its initial registered agent at such address is: Gary A. Vital


Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name (s) and address (es) of the officers of the corporation.)

Name	Address
Gary A. Vital (Pres. & Secretary)	56 Cypress Avenue, Tiverton, RI 02878
Paula A. Vital (Vice-Pres. & Treas.)	56 Cypress Avenue, Tiverton, RI 02878

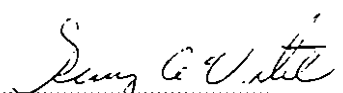
NINTH: The name and address of each incorporator is:

Name	Address
Gary A. Vital	56 Cypress Avenue, Tiverton, RI 02878

TENTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

upon filing with the Secretary of State

Dated Dec. 29, 1997


Signature of each incorporator

STATE OF RHODE ISLAND

COUNTY OF Newport

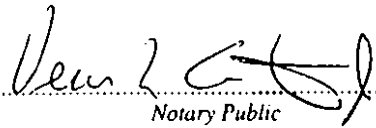
} In the ~~City~~
Town }

of Portsmouth

in said County this 29th day of December, A.D. 1997

then personally appeared before me Cary A. Vital

each and all known to me and known by me to be the parties executing the foregoing instrument,
and they severally acknowledged said instrument by them subscribed to be their free act and
deed.


Notary Public