

ARTICLES OF INCORPORATION
OF
PROFESSIONAL POOL BUILDERS, INC.

1. The name of the corporation is Professional Pool Builders, Inc.
2. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 1,000 shares of common stock, par value \$1.00 per share.
3. The location and mailing address of the initial registered office of the corporation is 3021 C Highway 31 South, Pelham, Alabama 35124, and the name of its initial registered agent at such address is Eddie H. Bullock.
4. The name and address of the incorporator of the corporation are Eddie H. Bullock, 3021-C Highway 31 South, Pelham, Alabama 35124.
5. The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as the sole director until the first annual meeting of shareholders and until his successors are elected and shall qualify is as follows:

<u>Name</u>	<u>Address</u>
Eddie H. Bullock	3021 C Highway 31 South Pelham, Alabama 35124

6. The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, but not limited to, the construction and repair of pools.

7. The period of its duration is perpetual.

8. Each shareholder shall have a preemptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.

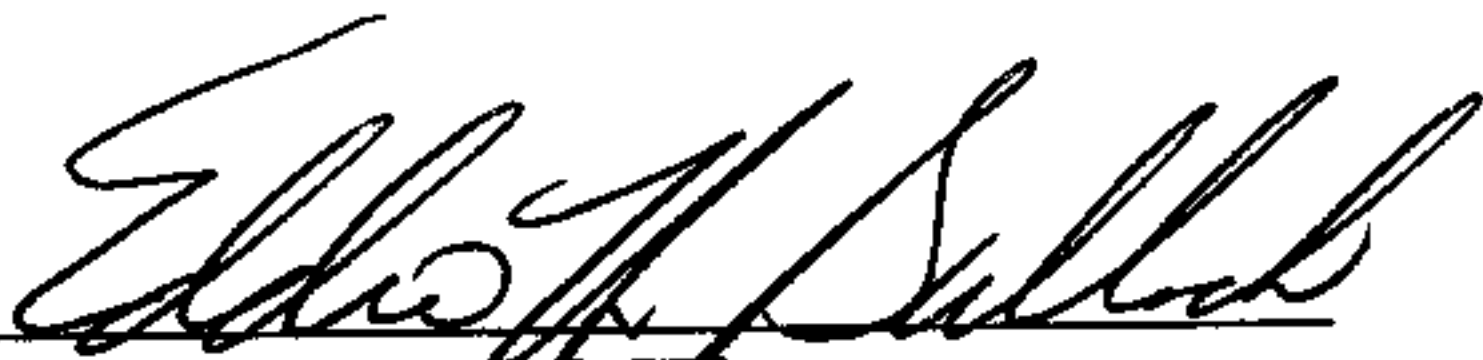
9. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent

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of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

10. The corporation shall have and may exercise any and all powers which a corporation incorporated under the Alabama Business Corporation Act may have and exercise. Without in any way limiting the foregoing, this corporation shall have the power to endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefor, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, scrip, coupons, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth of the corporations, associations, or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in this corporation, or (B) which owns stock in another corporation, which owns stock in this corporation, or (C) in which this corporation owns stock, or (D) in which another corporation owns stock which also owns stock in this corporation, or (E) in which any one or more persons who own stock in this corporation also own stock, or (F) which or who has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guarantee, or suretyship, with respect to all or any such obligations, evidences of indebtedness, or contracts of this corporation, or which may engage with this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 23 day of January, 1995.


EDDIE H. BULLOCK,
Incorporator

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Professional Pool Builders, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Ed Bullock, 1210 Meadow Drive, Birmingham, AL 35242 for a period of one hundred twenty days beginning October 31, 1994 and expiring March 1, 1995.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

October 31, 1994

Date

A handwritten signature in dark ink, reading 'Jim Bennett'. The signature is written in a cursive style with a large, stylized 'J' and 'B'.

Jim Bennett

Secretary of State

Inst # 1995-02083

01/25/1995-02083
12:47 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 NCD 90.00