



**CERTIFICATE OF INCORPORATION
OF**

GROUND WATER, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 30, 1986



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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SEC. OF STATE

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ARTICLES OF INCORPORATION

OF

GROUND WATER, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME. The name of the corporation is, GROUND WATER, INC.

ARTICLE II

DURATION. The period of its duration is perpetual.

ARTICLE III

PURPOSES. The purposes for which the corporation is organized are:

1. To manufacture, produce, purchase, or otherwise acquire, own, deal in, sell, pledge, or otherwise dispose of, at wholesale and retail, swimming pools, saunas, hot tubs, water sports and recreational equipment, as well as all accessories and supplies used in connection therewith.

2. To engage in the transaction of any and all lawful business for which corporations may be incorporated under the provisions of Chapter 1, Title 30 of the Idaho Code and any amendments thereto, commonly known as the Idaho Business Corporation Act.

ARTICLE IV

STOCK. The aggregate number of shares which the corporation shall have authority to issue is 10,000. Said stock shall be of one class designated as common stock with a par value of \$10.00 per share.

ARTICLE V

PREEMPTIVE RIGHTS. There are no provisions denying preemptive rights.

Articles of
Incorporation - 1

GIGRAY, MILLER, DOWNEN, WESTON & PASLEY
ATTORNEYS AT LAW
807 N. DEARBORN ST., P.O. Box 640
TELEPHONE 208-459-0091
CALDWELL, IDAHO 83606-0640

ARTICLE VI

INTERNAL AFFAIRS. There are no provisions for the regulation of the internal affairs of the corporation excepting that the voting rights of the common stock shall not be cumulative when voting for the election of directors.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the corporation is, Dearborn Building, 824 Dearborn Street, P. O. Box 640, Caldwell, Idaho 83606-0640, and the name of its initial registered agent is, Wm. F. Gigray, Jr., Dearborn Building, 824 Dearborn Street, Caldwell, Idaho.

ARTICLE VIII

DIRECTORS. 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:

<u>NAME</u>	<u>ADDRESS</u>
John W. Murdoch	2210 Idaho Street Caldwell, ID 83605
Richard J. Schrandt	2110 Idaho Street Caldwell, ID 83605


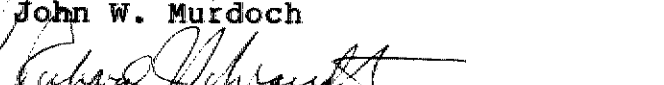
ARTICLE IX

INCORPORATORS. The names and addresses of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
John W. Murdoch	2210 Idaho Street Caldwell, ID 83605
Richard J. Schrandt	2110 Idaho Street Caldwell, ID 83605

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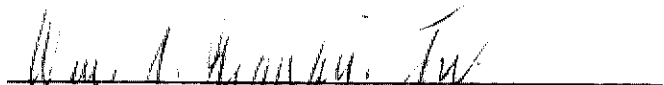
Dated this 24th day of December, 1986.


John W. Murdoch

Richard J. Schrandt

STATE OF IDAHO)
) ss.
County of Canyon)

On this 24th day of December, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN W. MURDOCH and RICHARD J. SCHRANDT, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Caldwell, Idaho