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Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TELEPHONE FILING

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FLORIDA PROFIT CORPORATION OR P.A.

H&D POOLS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
H&D POOLS, INC.**

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is H&D POOLS, INC.

ARTICLE II - TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. Pool Preps, Pool Repairs, Pool Plumbing and any and all related purposes;
2. To transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

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ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the corporation H&D POOLS, INC. is 4430 Inverrary Blvd., Fort Lauderdale, FL 33319 and the name of the initial registered agent at such address is Shari N. Hines, Esq. The mailing address of the principal office of the corporation is 5029 NW 41st Court, Lauderdale Lakes, FL 33319.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME	ADDRESS
Hubert P. Thomas	5029 NW 41 st Court, Lauderdale Lakes, FL 33319

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
Hubert P. Thomas	5029 NW 41 st Court, Lauderdale Lakes, FL 33319

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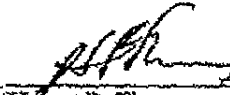
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 22 day of December, 2003


Hubert P. Thomas

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STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared Hubert P. Thomas known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they swore to and executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 22 day of December, 2003.



Shan H. Hines
My Commission D00027286
Expires May 20, 2005


NOTARY PUBLIC

My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS,
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

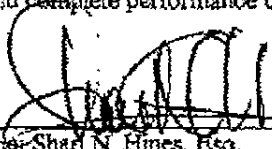
In compliance with Section 48.091, Florida Statutes, the following is submitted: H&D POOLS, INC.
desiring to organize or qualify under the laws of the State of Florida, with its principal place of business
at City of Fort Lauderdale, State of Florida, has named Shari N. Hines, Esq. located at 4430
Inverrary Blvd., Fort Lauderdale, FL 33319 as its agent to accept service of process within Florida

03 DEC 23 AM 9:30
FILED
CLERK OF DISTRICT COURT
STATE OF FLORIDA
FALLAH STREET, N.W.
FORT LAUDERDALE, FL 33301


Name: Hubert P. Thomas

Date: 12/22/03

Having been named to accept service of process for the above stated corporation, at the place
designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete performance of my duties.


Name: Shari N. Hines, Esq.

Date: 12/22/03

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