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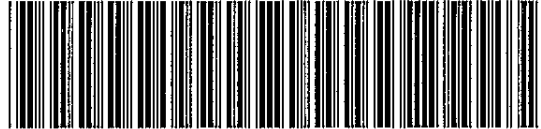
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VALIDATION ONLY

CORPORATION(S) NAME

POOL CARE OF FLORIDA, INC.

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 2, 2004

EMPIRE

SUBJECT: POOL CARE OF FLORIDA, INC.
Ref. Number: W04000012983

We have received your document for POOL CARE OF FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P01000034007.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
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Letter Number: 304A00021822

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
POOL CARE AND DEVELOPMENT, INC.

The undersigned, acting as incorporator of **POOL CARE AND DEVELOPMENT, INC.** under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

POOL CARE AND DEVELOPMENT, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in the business of SWIMMING POOL DEVELOPMENT and in all businesses incidental thereto, and may also engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$ 1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: **2315 N.W. 107 AVENUE, SUITE 1M17, BOX 52
MIAMI, FL 33172**

and the name of the corporation's initial registered agent at that address is: **FERNANDO GUERRA**

ARTICLE V.a. PHYSICAL LOCATION OF BUSINESS
**2315 N.W. 107 AVENUE, SUITE 1M17, BOX 52
MIAMI, FL 33172**

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be changed from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

<u>Name</u>	<u>Title</u>
FERNANDO GUERRA 2315 N.W. 107 AVENUE, SUITE 1M17, BOX 52 MIAMI, FL 33172	PRESIDENT/SECRETARY

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>
FERNANDO GUERRA 2315 N.W. 107 AVENUE, SUITE 1M17, BOX 52 MIAMI, FL 33172

ARTICLE VIII BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaws is not subject to amendment or repeal by the directors.

ARTICLE IX SEC. 1244 STOCK

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of March, 2004.


FERNANDO GUERRA, PRESIDENT

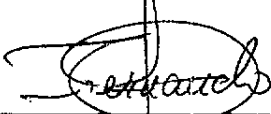
ARTICLE XI. SUB-CHAPTER S CORPORATION

The corporation may elect to be an S-Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **POOL CARE AND DEVELOPMENT, INC.** in the foregoing Articles of Incorporation, I, hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

POOL CARE AND DEVELOPMENT, INC. a Florida Corporation



FERNANDO GUERRA
Registered Agent

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TALLAHASSEE, FLORIDA