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FLORIDA PROFIT CORPORATION OR P.A.

THE POOL STORE, INC.

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ARTICLES OF INCORPORATION

OF

2005 JUN 14 AM 9: 01

THE POOL STORE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE POOL STORE, INC.

The mailing address is:

4600 NW 2nd AVE. BOCA RATON, FL. 33431

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be:

4600 NW 2nd AVE, BOCA RATON, FL. 33431

and the name of the initial registered agent of the corporation at that address is:

DOUGLAS P. PARKER

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ARTICLE V. TERM OF EXISTENCE

2005 JUN 14 AM 9: 01

This corporation is to exist perpetually.

TALLAHASSEE FLORIDA

ARTICLE VI. DIRECTORS

The corporation shall have two (2) director(s), initially. The name and street address of the initial member(s) of the Board of Directors is:

DOUGLAS P, PARKER 4600 NW 2nd AVE. BOCA RATON, FL. 33431

ARTICLE VII. OFFICERS

The name and address of the initial officer(s) of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed is:

ROBERT J. MAGULICK Pres, DOUGLAS P. HENRY Secy., Treas. 4600 NW 2nd AVE. BOCA RATON, FL. 33431

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

DOUGLAS P. PARKER 4600 NW 2nd AVE. BOCA RATON, FL. 33431

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on June 9, 2005.

I, DOUGLAS P. PARKER having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

OUGLAS P. PARKER Subscriber & Registered

Agent

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