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P96000028346

ACCOUNT NO. : 072100000032

REFERENCE : 901015 5010346

AUTHORIZATION : *Patricia Pajuts*

COST LIMIT : \$ 70.00

ORDER DATE : March 29, 1996

ORDER TIME : 11:10 AM

ORDER NO. : 901015

FILED 176 3036

CUSTOMER NO: 5010346

CUSTOMER: John S. Tenenholtz, Esq
JOHN S. TENENHOLTZ P.A.

Douglas Centre, Penthouse 2
2600 Douglas Road
Coral Gables, FL 33134

FILED
96 MAR 29 AM 9:13
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: POOL CHEMICAL DEPOT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: APR 2 1996 BSB

ARTICLES OF INCORPORATION
OF

FILED
96 MAR 29 AM 9:13
STATE
TALLAHASSEE, FLORIDA

POOL CHEMICAL DEPOT, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of this Corporation shall be:

Pool Chemical Depot, Inc.
11510 N.W. 15th Court
Pembroke Lakes, Florida 33026

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

c/o Emanuel, Giller & Associates
7300 N. Kendall Dr., Suite 530
Miami, Florida 33156

The name of the initial registered agent of this Corporation at that address shall be:

Jay Emanuel

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have 3 directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Rafael Sanchez
11510 N.W. 15th Court
Pembroke Lakes, Florida 33026

Luis A. Ordonez
11510 N.W. 15th Court
Pembroke Lakes, Florida 33026

Raul Robinn
11510 N.W. 15th Court
Pembroke Lakes, Florida 33026

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

NAME

STREET ADDRESS

John S. Tenenholtz

520 Brickell Key Drive, Suite 0-305
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 27th day of March, 1996.



John S. Tenenholtz, Incorporator

FILED

DESIGNATION AND ACCEPTANCE

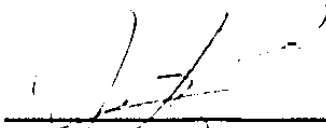
96 MAR 29 AM 9:13

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

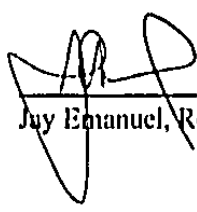
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Pool Chemical Depot, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o Emanuel, Giller & Associates, 7300 N. Kendall Dr., Suite 530, Miami, Florida 33156, has named Jay Emanuel, located thereat as its registered agent to accept service of process within this state.

By: 

John S. Tenenholtz, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 

Jay Emanuel, Registered Agent