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Florida Department of State

Division of Corporations

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FOREIGN PROFIT QUALIFICATION

U.S. Pool Acquisition Corp.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607 1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. U.S. POOL ACQUISITION CORP.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

(State or country under the law of which it is incorporated)

3 58-2656931

(FEI number, if applicable)

4. AUGUST 16, 2001

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida.) (SEE SECTIONS 607 1501, 607 1502 and 817 155, F.S.)

7 40 WEST 57TH STREET

NEW YORK, NY 10019

(Current mailing address)

8. HOLDING COMPANY

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: HRAWG CORP

Office Address: 1801 N. MILITARY TRAIL, SUITE 200

BOCA RATON

Florida, 33431

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

HRAWG CORP. LARRY CORMAN, PRESIDENT

Larry Corman

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated

12. Names and addresses of officers and/or directors. (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: HAL GOLDSTEINAddress: 40 WEST 57TH STREETNEW YORK, NY 10019

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: HAL GOLDSTEINAddress: 40 WEST 57TH STREETNEW YORK, NY 10019

Vice President: _____

Address: _____

Secretary: HAL GOLDSTEINAddress: 40 WEST 57TH STREETNEW YORK, NY 10019Treasurer: HAL GOLDSTEINAddress: 40 WEST 57TH STREETNEW YORK, NY 10019**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. 2/16/02

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. HAL GOLDSTEIN, PRESIDENT

(Typed or printed name and capacity of person signing application)

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Delaware

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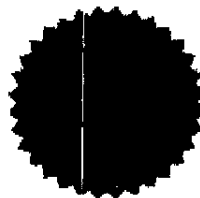
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. POOL ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "U.S. POOL ACQUISITION CORP." WAS INCORPORATED ON THE SIXTEENTH DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1609845

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DATE: 02-12-02