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April 25, 2000

DIVISION OF CORPORATIONS
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 *****78.75

We enclose articles of incorporation for
A-1 SPA COVERS, INC.

A check for \$122.50 for registration is enclosed.

We thank you for your cooperation.

Please contact us if you have any questions.

Sincerely,
Professional Business Systems, Inc.

Hemendra Thakkar, CFP, ATA EA

Encls:

FILED
00 APR 27 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Accounting ★ Tax Planning

1080 Woodcock Road, Suite 285
Orlando, Florida 32803

T. Burch APR 28 2000

FILED
00 APR 27 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

A-1 SPA COVERS, INC.

The undersigned subscriber to these Articles of Incorporation, 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 is A-1 SPA COVERS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal or par value of One and 00/100 (\$1.00) Dollar per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Thousand and 00/100 (\$1,000.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually unless dissolved in accordance with Chapter 607 and other laws of The State of Florida, as now exist or may hereafter be amended or enacted.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 6948 C Venture Circle, Orlando, Florida 32807. The Board of Directors may from time to time move the principal office to any other address in Florida. This corporation shall have the privilege of having such branch offices at such other places within the State of Florida or without the State of Florida and within or without the United States of America as may be designated from time to time by the directors of the corporation.

ARTICLE VII. DIRECTORS

This corporation shall not have less than one (1) Director initially; the number of Directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL OFFICERS AND DIRECTORS

The name and address of the first Board of Directors is:

Jagdish M Nayee	7545 Laurel Springs Drive Orlando, Florida 32807
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Vijay J Sharma	1066 Manigan Avenue Oviedo, Florida 32765
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ARTICLE IX. SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation, agreed to take 50 shares of common stock for the value of the consideration of \$500.

Jagdish M Nayee	7545 Laurel Springs Drive Orlando, Florida 32807
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ARTICLE X. PREEMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of this corporation, 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 XI. RESIDENT AGENT

The registered Resident Agent for this Corporation shall be as indicated on the attached Certificate and the Resident Agent may be replaced in accordance with the by-laws.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII. OFFICERS

The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefor and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the by-laws.

The officers who shall serve during the first year of existence of the corporation, or until their successors are elected and have qualified are as follows:

Name	Position/Office
Jagdish M Nayee	President
Vijay J Sharma	Secretary

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of Incorporation for the uses and purposes aforesaid, on this 25th day of April, 2000.

Jagdish M Nayee

STATE OF FLORIDA

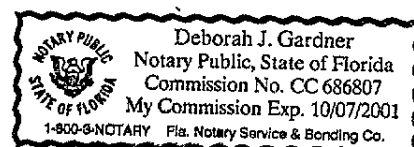
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, Notary Public, duly authorized in the State and County named above to make acknowledgments, personally appeared, Jagdish M Nayee, to me known to be the person and who produced his Drivers License No. N000-433-47-241-0 for identification, described as subscriber in and who acknowledged before me that he executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, on this 25th day of April, 2000.

(NOTARY SEAL)

Deborah J. Gardner
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:



FILED

00 APR 27 PM 2:28

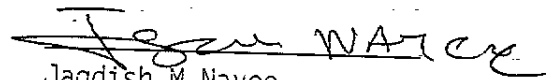
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes the following
is submitted, in compliance with said Act:

FIRST: That A-1 SPA COVERS, INC., desiring to organize under
the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation, located at 6948 C
Venture Circle, Orlando, Florida 32807 has designated Jagdish M
Nayee residing at 7545 Laurel Springs Drive, Winter Park, Florida
32792 as its registered agent to accept service of process within
the State.

Having been named to accept service of process for the above
state corporation, at place designated in this Certificate, I hereby
accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.


Jagdish M Nayee
Registered Agent