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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-09/08/00--01087--016
*****70.00 *****70.00

SUBJECT: Poolside Manners, Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$70.00.

****Please provide a copy
to the address below.**

FROM:

Bottom Line Accounting & Tax Services, Inc.
11319 Mellow Court
West Palm Beach, Florida 33411
Tel. (561) 795-2244
Fax (561) 792-5387

FILED
00 SEP -8 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

POOLSIDE MANNERS, INC.

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves in the formation of a corporation under the laws of the State of Florida, pursuant to the provisions of Chapter 608, Florida Statutes.

ARTICLE I - CORPORATE NAME

The name of this corporation shall be:

POOLSIDE MANNERS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

811 Victory Circle
Boynton Beach, Fl. 33436

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one hundred (100) shares of stock at any one time. The shares of stock authorized shall have a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Ellyn Yelner, 811 Victory Circle, Boynton Beach, Florida 33436.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) initial director. The number of directors or officers may be increased or decreased from time to time as provided by the Corporation's By-Laws, but shall never be less than One (1). The name and mailing address of the initial Director(s) of this Corporation is:

Ellyn Yelner
811 Victory Circle
Boynton Beach, Fl. 33436

ARTICLE VI - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are)

Ellyn Yelner
811 Victory Circle
Boynton Beach, Fl. 33436

The incorporators shall hold the title and have the duties of: President and Director until such time other person(s) are duly elected by the Board of Directors. The number and par value of shares the subscribers agrees to take, is (100%) 100 shares of capital stock at \$1.00 par value.

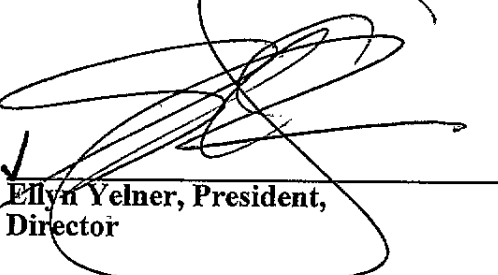
| <u>STOCK HOLDER</u> | <u>NUMBER OF SHARES</u> | <u>PERCENTAGE</u> |
|----------------------------|--------------------------------|--------------------------|
| Ellyn Yelner | 100 One Hundred | 100% |

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders meeting by the majority of the stockholders or directors entitled to vote thereon.

ARTICLE VII - EXECUTION

IN WITNESS WHEREOF, the undersigned being the Incorporators and Subscriber to the capital stock, for the purpose of forming a "For Profit" Corporation, does hereby subscribe, acknowledge and file this document hereby declaring the facts herein stated are true and the subscriber respectfully agrees to take the number of shares of capital stock set forth herein, is hereby executing these Articles of Incorporation of Poolside Manners, Inc. this 5th day of September, 2000.



Ellyn Yelner, President,
Director

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is Poolside Manners, Inc. The following person, Ellyn Yelner, is hereby named as Registered Agent for this Corporation to be its agent and to accept service of process within the State of Florida at;

811 Victory Circle
Boynton Beach, Florida 33436

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

SIGNATURE ✓

Ellyn Yelner

DATE ✓

9/5/00

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