

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000115311

Pools 2 You, Inc.

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*****78.75 *****78.75

<input checked="" type="checkbox"/> Art of Inc. File	FILED 00 DEC 18 PM 3:43 SECRETARY OF STATE TALLAHASSEE, FLORIDA
<input type="checkbox"/> LTD Partnership File	
<input type="checkbox"/> Foreign Corp. File	
<input type="checkbox"/> L.C. File	
<input type="checkbox"/> Fictitious Name File	
<input type="checkbox"/> Trade/Service Mark	
<input type="checkbox"/> Merger File	
<input type="checkbox"/> Art. of Amend. File	
<input type="checkbox"/> RA Resignation	
<input type="checkbox"/> Dissolution / Withdrawal	
<input type="checkbox"/> Annual Report / Reinstatement	
<input checked="" type="checkbox"/> Cert. Copy	RECEIVED 00 DEC 18 PM 2:54 DIVISION OF CORPORATION
<input type="checkbox"/> Photo Copy	
<input type="checkbox"/> Certificate of Good Standing	
<input type="checkbox"/> Certificate of Status	
<input type="checkbox"/> Certificate of Fictitious Name	
<input type="checkbox"/> Corp Record Search	
<input type="checkbox"/> Officer Search	
<input type="checkbox"/> Fictitious Search	
<input type="checkbox"/> Fictitious Owner Search	
<input type="checkbox"/> Vehicle Search	
<input type="checkbox"/> Driving Record	
<input type="checkbox"/> UCC 1 or 3 File	
<input type="checkbox"/> UCC 11 Search	
<input type="checkbox"/> UCC 11 Retrieval	
<input type="checkbox"/> Courier	

Signature

Requested by:

Name

Date

Time

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ARTICLES OF INCORPORATION
OF
POOLS 2 YOU.COM, INC.

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00 DEC 18 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **POOLS 2 YOU.COM, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **3017 Sunset Trace Circle, Palm City, FL 34990.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Peter T. Gianino, Esq., 217 E. Ocean Blvd., Stuart, FL 34996.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

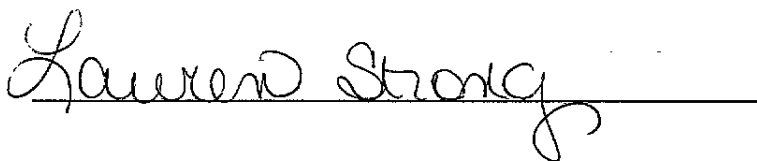
The name and address of the initial Board of Directors of the corporation is

Chris Sapanaro

3017 Sunset Trace Circle, Palm City, FL 34990.

The undersigned has executed these Articles of Incorporation this 18th day of December, 2000.

"Capital Connection, Inc. by Lauren Strong, Client Representative"

A handwritten signature in cursive script, reading "Lauren Strong", is written over a horizontal line.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

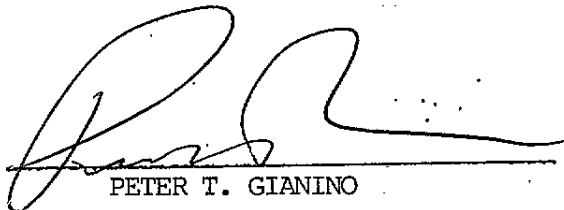
Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: POOLS 2 YOU.COM, INC

2. The name and street address of the registered agent/office is: Peter T. Gianino, Esq.

217 E. Ocean Blvd., Stuart, FL 34994

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 THE 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 OF MY POSITION AS REGISTERED AGENT.


PETER T. GIANINO

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TALLAHASSEE, FLORIDA