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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32399

December 10, 2000

Dear Department of State,

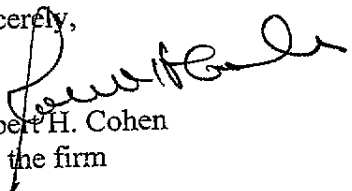
Enclosed please find the Articles of Incorporation for:

Big Al's Pool Company, Inc.

Also enclosed is a check in the amount of \$ 70.00 covering filing fees and payment of an executed copy of said articles.

If you have any questions, please do not hesitate to get in touch with me directly.

Sincerely,


Robert H. Cohen
For the firm

Robert H. Cohen & Co., Inc.
8061 W. McNab Rd
Tamarac, Fl 33321

EFFECTIVE DATE
01-01-01

FILED
00 DEC 20 PM 12:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

✓ T. Burch DEC 28 2000

ARTICLES OF INCORPORATION

OF

BIG AL'S POOL COMPANY, INC.

The undersigned, for the purposes of foregoing a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation.

ARTICLE I

Corporate Name & Address

The name of the corporation shall be Big Al's Pool Company, Inc. and the address is 2694 NE 22nd Street Pompano Beach, Fl 33062.

ARTICLE II

Term of Existence

The duration of the corporation is perpetual, to be commenced with the filing of these articles of incorporation with the Department of State of the State of Florida.

ARTICLE III

Nature of Corporate Business

The general purpose for which the corporation is organized is:

1. to engage in a swimming pool sales organization and to do that which is incidental to the foregoing in order to accomplish the foregoing; and
2. to transact any other lawful business for which corporations may be incorporated under the Florida general Corporations Act.

ARTICLE IV

Authorized Shares

The aggregate number of shares, which the corporation is authorized to issue, is 1000 shares. Such shares shall be of single class and shall have a par value of \$ 1.00 per share.

ARTICLE V

Initial Agent

The address of the initial registered office of the corporation is 2694 NE 22nd St Pompano Beach, Fl 33062 and the corporation has named Alan Walerstein as the registered agent.

FILED
00 DEC 20 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01-01-01

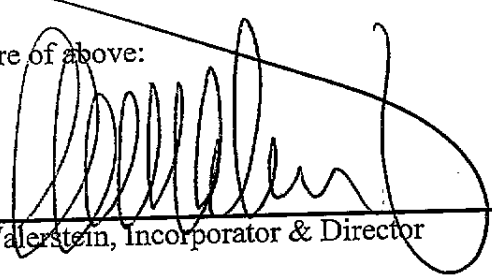
ARTICLE VI
Initial Board of Directors & Incorporators

The number of directors/incorporators is one. (1)

The names and address of each person who is to serve as member of the board and be incorporators are:

NAME	ADDRESS
Alan Walerstein	2694 NE 22 nd St Pompano Beach, Fl 33062

Signature of above:



Alan Walerstein, Incorporator & Director

Article VI!!

The corporation shall have a commencement date of January 1, 2001.

STATE OF FLORIDA

COUNTY OF BROWARD

I hereby certify that on this ----- day of -----, 2000, before me personally appeared Alan Walerstein of BIG AL'S POOL COMPANY, INC.

Under the laws of the State of Florida, to me known to be the person/persons described in and who executed the foregoing instrument and severally acknowledge the execution thereof to be their free act and deed as such directors, for the uses and purposes therein mentioned; and the said instrument is the act and deed of said corporation.

Witness my signature and official seal on -----, 2000 in the county of Broward and the State of Florida.

Notary Public-At-Large
State of Florida`

My commission expires

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

.....
In pursuance to chapter 48.901, Florida statutes, the following is submitted in compliance
with said act:

FIRST--- BIG AL'S POOL COMAPNY, INC.

Desiring to organize under the laws of the State of Florida, with its principal office,
as indicated in the articles of incorporation, at the city of Pompano Beach has named
Alan Walerstein to accept service of process in the State of Florida.

Having been named to accept service in the State of Florida for the above mentioned
entity at a 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.

By:  , Agent-Alan Walerstein

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 20 PM 12:28

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