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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SUNSHINE POOL DEPOT, INC.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
01 FEB -9 AM 11:46
DEPARTMENT OF STATE
DIVISION OF CORPORATE REG.
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

SUNSHINE POOL DEPOT, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II PRINCIPAL OFFICE

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

12600 S.W. 185 ST.

MIAMI, FLORIDA 33177

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100-\$1.00

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MERCEDES T. MARQUEZ

12600 S.W. 185 ST.

MIAMI, FL 33177

ARTICLE V INCORPORATOR(S)

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

MERCEDES T. MARQUEZ-PRESIDENT - 12600 S.W. 185 ST. MIAMI, FL 33177
JORGE A. MARQUEZ - VICE-PRESIDENT - 12600 S.W. 185 ST. MIAMI, FL 33177

ARTICLE VI DIRECTOR(S)

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

MERCEDES T. MARQUEZ-PRESIDENT - 12600 S.W. 185 ST. MIAMI, FL 33177
JORGE A. MARQUEZ - VICE-PRESIDENT - 12600 S.W. 185 ST. MIAMI, FL 33177

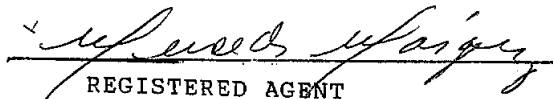
The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 8TH day of FEBRUARY, 2001.


Signature

Signature

Signature

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT 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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


REGISTERED AGENT

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