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ROBERT D. LETTMAN, P.A.
A FLORIDA PROFESSIONAL ASSOCIATION

ROBERT D. LETTMAN
MEMBER FLORIDA BAR

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CERTIFIED LEGAL ASSISTANT

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

June 25, 2001

Secretary of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: *Clear & Clean Pool Supply, Inc.*

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-described corporation and our check in the amount of \$78.75 to cover all of the necessary fees and costs. Please file them and return a certified copy to this office.

Respectfully yours,

ROBERT D. LETTMAN
For the Firm

RDL:maa

FILED
01 JUN 27 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-29-01
WC

ARTICLES OF INCORPORATION
OF
CLEAR & CLEAN POOL SUPPLY, INC.

FILED
01 JUN 27 PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a 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 shall be:

CLEAR & CLEAN POOL SUPPLY, INC.

The principal place of business of this corporation shall be c/o 8010 N. University Drive, 2nd Floor, Tamarac, Florida 33321.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 8010 North University Drive, Second Floor, Tamarac, Florida 33321 and the name of the initial registered agent of this corporation is Robert D. Lettman P.A.

ARTICLE V. TERM EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have one director, initially. The name of the sole director is:
ROBERT D. LETTMAN.

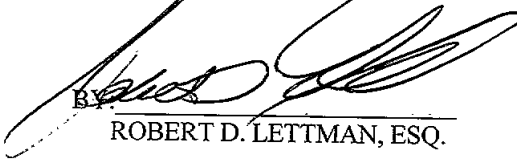
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ROBERT D. LETTMAN, P.A.
8010 N. University Drive
Second Floor
Tamarac, Florida 33321-2151

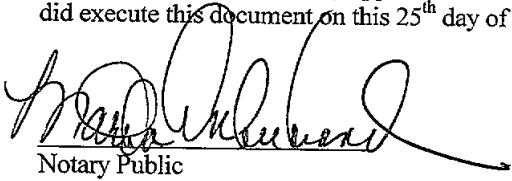
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
this 25th day of June, 2001.

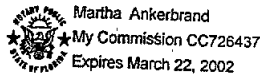
ROBERT D. LETTMAN P.A.


BY _____
ROBERT D. LETTMAN, ESQ.

STATE OF FLORIDA
COUNTY OF BROWARD

Before me personally appeared Robert D. Lettman, Esq. who being personally known to me
did execute this document on this 25th day of June, 2001. An oath was not taken.


Notary Public

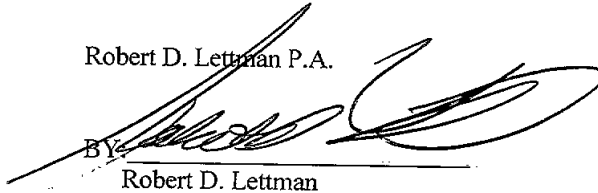


My commission expires:

ACCEPTANCE BY REGISTERED AGENT

I, Robert D. Lettman, Esq. hereby accept the appointment as registered agent for the
corporation, CLEAR & CLEAN POOL SUPPLY, INC. I am familiar with and accept the
obligations of Section 607.325 of the Florida Statutes.

Robert D. Lettman P.A.


BY _____
Robert D. Lettman