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**FLORIDA PROFIT CORPORATION OR P.A.**

**BLUE WATER POOLS OF SOUTH FLORIDA INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
BLUE WATER POOLS OF SOUTH FLORIDA INC.**

In compliance with the requirements of F. S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I - NAME**

The name of this corporation is **BLUE WATER POOLS OF SOUTH FLORIDA INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

**ARTICLE III - PURPOSE**

1. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
3. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
4. To lend money to, and use its credit to assist, its officers and employees.
5. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

Prepared by:  
ANDERSON CASTRO, Esquire  
Florida Bar Number 104388  
1925 Brickell Ave. Suite D206  
Miami, Florida 33129  
(305) 594-6363

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

6. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
7. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
8. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
9. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
10. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
11. To make donations for the public welfare or for charitable, scientific, or educational purposes.
12. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
13. To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
14. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
15. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
16. To have and exercise all powers necessary or convenient to effect its purposes.
17. To act as a general financial consultant broker, and dealer on the foreign exchange market, money market and commodities market.
18. This corporation is organized for the purpose of transacting any and all lawful business not provided herein.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 1,000, par value \$ .01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office and the principal office of this corporation is 1925 Brickell Avenue, Suite D206, Miami, Florida 33129 and the name of the initial registered agent of this corporation at that address is ANDERSON CASTRO.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

ANDERSON CASTRO  
1925 Brickell Avenue  
Suite D206  
Miami, Florida 33129

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

ANDERSON CASTRO  
1925 Brickell Avenue  
Suite D206  
Miami, Florida 33129

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### RESTRICTIONS ON STOCK TRANSFER

No present or future shareholder of the corporation or his executor, administrator, or personal representative shall encumber or dispose of the stock of the corporation which he now owns or may hereafter acquire, except as follows:

1. Any such shareholder may transfer any part or all of such stock by testate direction or intestate distribution at the time of his death to or for the benefit of any person or persons, or by gift to, or in trust for the benefit of, himself, his spouse, his parent or parents, or any descendant or descendants of his. In case of any such transfer, the legatees, heirs, next of kin, donees, or other transferees shall receive and hold such stock subject to the restrictions on encumbrance and disposition set forth in this Section of the Bylaws.

2. Any such shareholder who desires to sell all or any part of such stock shall first offer in writing such stock for sale to the corporation at the same price and upon the same terms offered to such shareholder pursuant to a bona fide written offer that is acceptable to the offeree. The corporation shall have the option for ten (10) days after its receipt of such written offer to accept such offer. If, within such ten-day period, the corporation shall fail to accept such offer in its entirety, its option hereunder as to such offer shall terminate. Thereupon, immediately following the termination of said offer as to the corporation, the said same offer shall be deemed without further writing to have been renewed and reinstated as to such of the other shareholders of the corporation, and such shareholders shall have the option for thirty (30) days after the termination of the corporation's option to purchase such part or all of the stock which the offering shareholder desires to sell, at the same price and upon the same terms offered to such shareholder by a bona fide prospective purchaser of such shares. If more than one shareholder is then in the corporation, they may exercise such option in such proportion between themselves as they may agree, and if they do not so agree, then each of them who wishes to purchase shares shall have the right to purchase a portion of such shares as corresponds to a fraction in which the numerator is the number of shares then owned by all of the then shareholders who wish to purchase shares; provided, however, that no shareholder shall have the right to purchase any part of the shares so offered for sale unless all of such shares so offered for sale are purchased, pursuant to such option, by one or more of the then shareholders.

If the option is not exercised within the aforesaid thirty-day period, then the shareholder so desiring to sell part or all of his stock shall have the right for a period ending on the sixtieth day after the expiration of the aforesaid thirty-day period, to sell such stock to, and only to, the aforesaid bona fide prospective purchaser in the same quantity, at the same price, and upon the same terms as were offered to the corporation and/or the then shareholders. Upon the expiration of such sixty-day period, if such shareholder does not sell such stock, all of the restrictions imposed by this Paragraph of Article X of the Bylaws shall apply to all of the stock owned by such shareholder.

To such an offer, an offeree shall give written notice of such acceptance to the offeror in person or by depositing such notice in the United States mail, first class, postage paid, addressed to the offeror at the address given in the offer.

The stock certificates to be issued to the shareholders shall carry on its face in capital letters and in a obvious visible place the following legend: **"THE TRANSFER OF THIS STOCK IS RESTRICTED BY THE BYLAWS"**.

#### ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservations.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of August, 2001

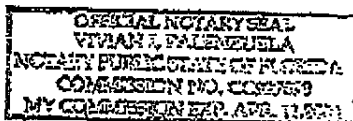
*Anderson Castro*  
ANDERSON CASTRO, Sole Incorporator

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 13th day of August 2001, by ANDERSON CASTRO who is personally known by me or who has produced as identification and who did take an oath.

*Vivian L. Paleyuela*  
Notary Public, State of Florida

My Commission Expires:



I, the undersigned, having been named as initial Registered Agent of the Corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.

  
ANDERSON CASTRO, Registered Agent

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