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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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**FLORIDA PROFIT CORPORATION OR P.A.**

leonardo's pool and spa, inc.

Certificate of Status	0
Certified Copy	1
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02 FEB -8 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

We, the undersigned, acknowledge and file in the office of the Secretary of the State of Florida, for the purpose of forming a corporation, in accordance with the laws of the State of Florida, this Articles of Incorporation, as by law provided.

ARTICLE I

The name of this corporation shall be:

LEONARDO'S POOL AND SPA, INC.

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The authorized capital stock of this corporation shall consist of one class; namely, COMMON STOCK.

The authorized capital stock of this corporation shall consist of 500 shares of common stock, par value \$ 1.00.

Each share of common stock shall be entitled to one vote at all meetings of stockholders of the corporation.

ARTICLE IV

The corporation shall have perpetual existence.

Prepared by: Ana M. Castro, Accountant  
2360 NW 7 Street  
Miami, FL 33125  
Ph: (305)642-2070

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#### ARTICLE V

The amount of capital with which this corporation shall begin shall be \$ 500.00

#### ARTICLE VI

The principal place of business of the corporation shall be:

1871 W 62 STREET #110  
HIALEAH, FL 33012

#### ARTICLE VII

The number of the Board of the Directors of this corporation shall be not less than one person. The names and Post Office address of the first Board of Directors, who are subject to the provisions of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall be duly qualified, are:

OSCAR L. MENDOZA  
1871 W 62 STREET #110  
HIALEAH, FL 33012

PRESIDENT

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## ARTICLE VIII

The names of the initial Shareholder (s) of the Corporation as well as their respective shares are:

OSCAR L. MENDOZA	100%
1871 W 62 STREET #110	
HIALEAH, FL 33012	

## ARTICLE IX

The names and post office address of each subscriber to the Certificate of Incorporation are as follows:

OSCAR L. MENDOZA  
1871 W 62 STREET #110  
HIALEAH, FL 33012

## ARTICLE X

The incorporator hereby agrees to be bound by and to proceed under the provisions of Section 1244, Internal Revenue Code. ^

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## ARTICLE XI

**GENERAL PROVISIONS:** (A) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

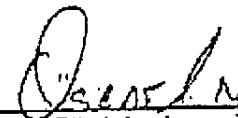
(B) The corporation shall have a first lien upon the shares of its stockholders and upon all dividends due them for any indebtedness by such stockholders to the corporation.

(C) Subject to the provisions and conditions of this Article, the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(D) The corporation shall, at the first meeting of the stockholders, after issuance of the Charter by the State of Florida, duly formulate and adopt By-Laws and such other regulations as they may deem expedient or necessary for the regulation of the business and the conduct of the affairs of the corporation, and such other provisions as they may deem necessary for creating, dividing, limiting and regulating power of the corporation and its stockholders and the Board of Directors and Officers and their tenure of office, providing such rules and regulations are not contrary to the laws of the State of Florida and this Certificate.

(E) These Articles may be amended, provided every amendment be approved by a majority of the Board of Directors and stockholders.

SUBSCRIBED at Miami, Dade County, Florida, this 24th day of January, 2002.

  
Oscar L. Mendoza - President

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That:

LEONARDO'S POOL AND SPA, INC.

desiring to organize under the laws of the State of Florida, with its principal office at:

1871 W 62 STREET #110  
HIALEAH, FL 33012

And has appointed:

OSCAR L MENDOZA  
1871 W 62 STREET #110  
HIALEAH, FL 33012

As its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Oscar L. Mendoza.  
Oscar L. Mendoza - Agent

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