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March 12, 2002

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-03/19/02--01009--011
****122.50 *****78.75

Re: BEAUTIFULL POOL & SPA, INC.

Dear Sir:

You will please find enclosed an original and copy of the Articles of Incorporation for **BEAUTIFULL POOL & SPA, INC.**, as well as a check in the amount of \$122.50 for filing fees. I would very much appreciate you filing the enclosed documents and returning to me the following:

1. Certificate of Incorporation
2. Receipt for Filing Fees
3. Certified copy of the Articles of Incorporation

Your prompt attention to this matter is most appreciated and if there is anything I can do in order to expedite this request, please do not hesitate to contact me.

Very truly yours,



Carlos Merino

CARLOS MERINO
2802 SW 141 CT
Miami, Florida 33175

FILED
02 MAR 18 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BEAUTIFULL POOL & SPA, INC.

FILED
02 MAR 18 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights and privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

BEAUTIFULL POOL & SPA, INC.

ARTICLE II

The general nature of the business or businesses to be transacted is: any lawful business permitted by the laws of the State of Florida and the United States.

ARTICLE III

The amount of authorized capital stock of the corporation shall be five hundred (500) shares of common stock with par value of One Dollar (\$1.00) per share. The whole or part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of Florida, the value of such property, labor or services to be determined by the Board of Directors.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be at least Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The post office address of the principal office of the corporation shall be 2802 SW 141 CT MIAMI, FLORIDA 33175, with the privilege, however of having branch offices and places of business at any other place or places within the State of Florida or in foreign countries.

ARTICLE VII

The affairs of the corporation shall be conducted by a Board of at least one (1) director who need not be a stockholder.

ARTICLE VIII

The names and addresses of the first Board of Directors of the Corporation who, subject to the provisions of the Articles of Incorporation, the by-laws and general corporation laws of Florida, shall hold office until their successors have been elected and qualified are:

NAME

ADDRESS

CARLOS MERINO

2802 SW 141 CT
Miami, Florida 33175

ARTICLE IX

The names and addresses of each subscriber of these Articles of Incorporation are:

NAME

ADDRESS

CARLOS MERINO

2802 SW 141 CT
Miami, Florida 33175

ARTICLE X

The Corporation shall at all times have the corporate powers presently given to the corporations by the statutes and laws of the State of Florida; and, it shall have such further powers as from time to time, hereafter, are given to corporations by the statutes and laws of the State of Florida. The Corporation is expressly authorized to enter into, honor and be bound by stockholder's agreements with and among stockholders of the Corporation. The Corporation is, further, authorized to enter into partnerships and joint ventures with other persons, firms and corporations.

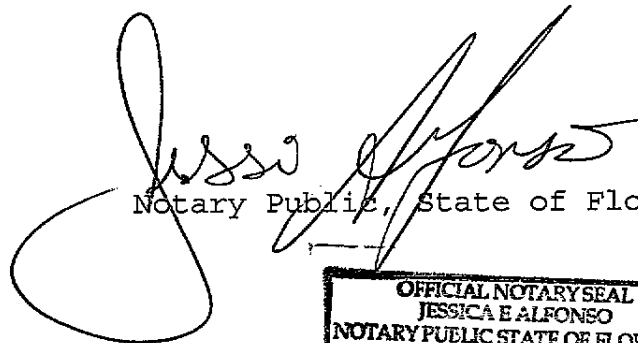
IN WITNESS HEREOF, the undersigned have made and .s
subscribed to these Articles of Incorporation this 7th day of
March 2002.

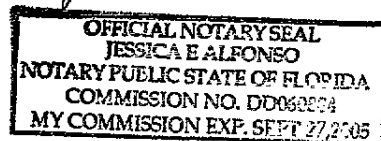

Carlos Merino

STATE OF FLORIDA)
) SS: _____
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Carlos Merino, to me known to be the persons described in the foregoing Articles of Incorporation, and they acknowledged that they made and subscribed the same for the purposes and uses therein mentioned and set forth.

WITNESS my hand and official seal at said County and State this 7th day of March, 2002.


Notary Public, State of Florida



My commission expires: .

FILED
02 MAR 18 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESIDENT AGENT DESIGNATION

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

BEAUTIFULL POOL & SPA, 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 Miami, County of Dade, State of Florida, has named Carlos Merino located at 2802 SW 141 CT, Miami Florida 33175, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the 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.


Carlos Merino

(jt/)