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Keith A. Seldin*

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Certified Civil Mediator

April 18, 2002

Via Federal Express

Florida Department of State
DIVISION OF CORPORATIONS
409 E. Gains Street
Tallahassee, Florida 32399

100005309441--2
-04/19/02--01087--006
****122.50 *****78.75

Re: ALL PRO POOLS, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Kindly file the enclosed and return a conformed and certified copy to the undersigned at the above address indicated. Also enclosed herein is a check in the amount of \$122.50, representing payment of your filing fees.

Thank you for kind consideration of the above and enclosed.

Sincerely,

Keith A. Seldin

KAS/gse
enclosures

FILED
2002 APR 19 PM 6:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/24/02

**ARTICLES OF INCORPORATION
OF
ALL PRO POOLS, INC.**

FILED

2002 APR 19 PM 6:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name

The name of this corporation is:

ALL PRO POOLS, INC.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V

Registered Office and Agent

The street address of the registered office of this corporation is 1934 Commerce Lane, Suite 2, Jupiter, Florida 33458, and the name of the registered agent of this corporation at that address is KEITH A. SELDIN.

ARTICLE VI

Board of Directors

This corporation shall initially have one (1) director. The number of directors may either be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Keith A. Seldin, Esq.
1934 Commerce Lane, Suite 2
Jupiter, Florida 33458

ARTICLE VII

Incorporator

The name and address of the individual signing these Articles is: KEITH A. SELDIN, 1934 Commerce Lane, Suite 2, Jupiter, Florida 33458.

ARTICLE VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX

Meetings by Conference Telephone

Meetings of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE X

Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XI

Indemnification


This corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

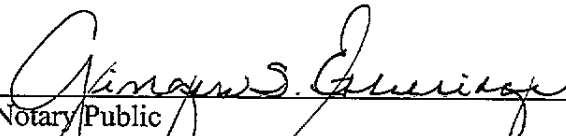
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 18^B day of April, 2002.



Keith A. Seldin, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18th day of April, 2002, by
KEITH A. SELDIN, who is personally known to me or has produced a Florida Driver's License as
identification and who did take an oath.


Notary Public
My Commission Expires:

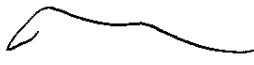


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.09, Florida Statutes, the following is submitted:

FIRST: That ALL PRO POOLS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the Town of Jupiter, 1934 Commerce Lane, Suite 2, Jupiter, Florida 33458, has named KEITH A. SELDIN, located at 1934 Commerce Lane, Suite 2, Jupiter, Florida 33458, as its agent to accept service of process within Florida.

Signature:



Corporate Officer

Title:

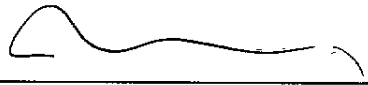
Incorporator

Date:

April 18, 2002

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature:



Resident Agent

Date:

April 18, 2002

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