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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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02 MAY -7 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**ACOSTA POOL SERVICE, INC.**

Certificate of Status	0
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Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

ACOSTA POOL SERVICE, INC.

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SECRETARY OF STATE
FLORIDA

THE UNDERSIGNED, HAS EXECUTED THE FOLLOWING DOCUMENT AS INCORPORATOR OF THE ABOVE NAMED CORPORATION, A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, AND ALL RIGHTS DUTIES AND OBLIGATIONS OF THE UNDERSIGNED AS INCORPORATOR, AND THOSE OF THE CORPORATION, ARE TO BE DETERMINED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE: ACOSTA POOL SERVICE, INC.

ARTICLE II

THIS CORPORATION SHALL COMMENCE EXISTENCE UPON THE FILING OF THESE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE, STATE OF FLORIDA, AND SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III

THE GENERAL NATURE OF THE BUSINESS AND OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED AND CARRIED ON BY THIS CORPORATION ARE TO DO ANY AND ALL OF THE THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT DO, VIZ:

- (1) TRANSACT ANY AND ALL LAWFUL BUSINESS.
- (2) SAID CORPORATION SHALL FURTHER HAVE POWERS:
 - TO HAVE PERPETUAL SUCCESSION BY ITS CORPORATE NAME;
 - TO SUE AND BE SUED, COMPLAIN, AND DEFEND IN ITS CORPORATE NAME IN ALL ACTIONS OR PROCEEDINGS;
 - TO HAVE A CORPORATE SEAL, WHICH MAY BE ALTERED AT PLEASURE, AND TO USE THE SAME BY CAUSING IT, A FACSIMILE THEREOF, TO BE IMPRESSED, AFFIXED OR IN ANY OTHER MANNER REPRODUCED;
 - 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;
 - 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;
 - TO LEND MONEY TO, AND USE ITS CREDIT TO ASSIST, ITS OFFICERS AND EMPLOYEES IN ACCORDANCE WITH FLORIDA STATUTE §607.141;
 - 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;

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;
TO LEND MONEY FOR ITS CORPORATE PURPOSES, INVEST AND REINVEST ITS FUNDS,
AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY OR THE PAYMENT OF FUNDS SO LOANED OR INVESTED;
TO CONDUCT ITS BUSINESS, CARRY ON ITS OPERATIONS, AND HAVE OFFICES AND EXERCISE THE POWERS GRANTED BY THIS ACT WITHIN OR WITHOUT THIS STATE;
TO ELECT OR APPOINT OFFICERS AND AGENTS OF THE CORPORATION AND DEFINE THEIR DUTIES AND FIX THEIR COMPENSATION;
TO MAKE AND ALTER BYLAWS, NOT INCONSISTENT WITH ITS ARTICLES OF INCORPORATION OR WITH THE LAWS OF THIS STATE, FOR THE ADMINISTRATION;
TO MAKE DONATIONS FOR THE PUBLIC WELFARE OR FOR CHARITABLE, SCIENTIFIC, OR EDUCATIONAL PURPOSES;
TO TRANSACT ANY LAWFUL BUSINESS WHICH THE BOARD OF DIRECTORS SHALL FIND WILL BE IN AID OF GOVERNMENTAL POLICY;
TO PAY PENSIONS AND ESTABLISH PENSION PLANS, PROFIT SHARING PLANS, STOCK BONUS PLANS, STOCK OPTION PLANS, AND OTHER INCENTIVE 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;
TO BE A PROMOTER, INCORPORATOR, PARTNER, MEMBER, ASSOCIATE, OR MANAGER OF ANY CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OR OTHER ENTERPRISE;
TO HAVE AND EXERCISE ALL POWERS NECESSARY OF CONVENIENT TO EFFECT ITS PURPOSES;
TO INDEMNIFY ANY PERSON WHO BY REASON OF THE FACT THAT HE IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION TO THE FULL EXTENT AS PERMITTED BY FLORIDA STATUTE S607.014;

ARTICLE IV

NO SHAREHOLDER OF THIS CORPORATION MAY SELL OR TRANSFER STOCK IN THIS CORPORATION EXCEPT TO ANOTHER INDIVIDUAL WHO IS ELIGIBLE TO BE A STOCKHOLDER OF THIS CORPORATION, AND SUCH SALE OR TRANSFER MAY BE MADE ONLY AFTER THE SAME SHALL HAVE BEEN APPROVED AT A STOCKHOLDERS' MEETING, EXCLUSIVE OF THE STOCK TO BE SOLD, THE STOCKHOLDERS VOTING AT SUCH MEETING SHALL HAVE FIRST OPTION TO PURCHASE THE SHARES FROM THE SELLING SHAREHOLDERS; THE SHARES OF STOCK HELD BY THE SHAREHOLDER PROPOSING TO SELL OR TRANSFER HIS SHARES MAY NOT BE VOTED OR COUNTED FOR ANY PURPOSE AT SAID MEETING.

ARTICLE V

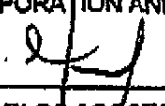
THE AGGREGATE NUMBER OF SHARES WHICH THIS CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS THE TOTAL SUM OF ONE HUNDRED (100) SHARES HAVING AN INDIVIDUAL PAR VALUE OF ONE U.S. DOLLAR.
UNLESS OTHERWISE STATED IN THESE ARTICLES, OR IN AN AMENDMENT TO THESE ARTICLES, THERE SHALL BE ONLY ONE (1) CLASS OF STOCK OF THIS CORPORATION.

ARTICLE VI

A) THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE FOR THIS CORPORATION IS:

18320 SW 112 CT.
MIAMI, FL. 33157

B) THE INITIAL REGISTERED AGENT ACCEPTING THE DUTIES AND RESPONSIBILITIES FOR THIS CORPORATION AND ITS RESPECTIVE ADDRESS IS:



CARLOS ACOSTA
18320 SW 112 CT.
MIAMI, FL. 33157

ARTICLE VII

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF A TOTAL OF 1 PERSON(S) AND THE NAME AND ADDRESS OF THE PERSON(S) WHO IS TO SERVE AS AN INITIAL DIRECTOR(S) IS:

CARLOS ACOSTA, President
18320 SW 112 CT.
MIAMI, FL. 33157

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR EXECUTING THESE ARTICLES OF INCORPORATION IS:

CARLOS ACOSTA
18320 SW 112 CT.
MIAMI, FL. 33157

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS(VE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 1ST DAY OF MAY OF 2002.

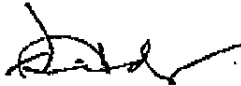


CARLOS ACOSTA

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED CARLOS ACOSTA WHO AFTER BEING BY ME DULY SWORN SEVERALLY DEPOSES AND SAYS THAT HE IS THE PERSON NAMED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID, THIS 1ST DAY OF MAY OF 2002.



FELIX R. CEDENO
Notary Public, State of Florida at Large
My commission expires July 4, 2004
Bonded thru Atlantic Bonding Co., Inc. #CC938152

FILED
02 MAY -7 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA