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(Requestor's Name)
ERAN CHARLES
632 S.E. 2nd AVENUE
BOYNTON BEACH, FL 33435
(Address)
(City/State/Zip/Phone #)
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ARTICLES OF INCORPORATION

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ALL THE WAY POOL SERVICE, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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The undersigned incorporator desiring to form a corporation in accordance with Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE ONE NAME

The name of the corporation shall be ALL THE WAY POOL SERVICE, INC.

ARTICLE TWO REGISTERED OFFICE AND AGENT

The location and mailing address of the Corporation's initial registered office in Florida is:

632 S.E. 2nd AVENUE BOYNTON BEACH, FL 33435

The initial registered agent at the registered office is:

ERAN CHARLES

The corporation's principal office and mailing address is:

632 S.E. 2nd AVENUE BOYNTON BEACH, FL 33435

ARTICLE THREE PURPOSE

The purpose for which the Corporation is organized shall be to engage in any activity or business permitted under the laws of the United States, of this State, and of any other lawful jurisdiction.

ARTICLE FOUR DURATION

The term of existence of the Corporation is perpetual.

ARTICLE FIVE INCORPORATOR

The name and post office address of the incorporator is:

ERAN CHARLES

632 S.E. 2nd AVENUE

BOYNTON BEACH, FL 33435

ARTICLE SIX DIRECTORS

The Board of Directors shall consist of <u>ONE</u> member initially. The number of directors may be increased from time to time by by-laws adopted by the stockholders, but shall never be fewer than one (1). The name and address of the Board of Directors are:

Name

Address

ERAN CHARLES
President/Director

632 S.E. 2nd AVENUE BOYNTON BEACH, FL 33435

(561) 364-8090

ARTICLE SEVEN CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding is 100, all of which shall be common shares, with par value of \$1.00 per share.

ARTICLE EIGHT STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$50.00.

ARTICLE NINE AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 2/2 day of 12/2 lay of 2002.

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2/2 day of 2002 by ERAN CHARLES, who is personally known to me or who has produced as identification and who did take an oath.

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Signature:

Notary Public

ERAN CHÁRLES

State of Florida At Large

Commission Expires:

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[Seal]

Lou Ann LaBohn My Commission DD138539 CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED, AND ACCEPTANCE BY REGISTERED AGENT.

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

That ALL THE WAY POOL SERVICE, 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 BOYNTON BEACH, County of PALM BEACH and State of Florida has named ERAN CHARLES as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

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.

ERAN CHARLES

REGISTERED AGENT

DATE 21, 2002