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To: Division of Cor Fax Number	rporations : (850)205-0381
From: Account Name Account Number Phone Fax Number	: DAVID A. CHENKIN, P.A. : I2000000115 : (954)476-7994 : (954)476-2382

FLORIDA PROFIT CORPORATION OR P.A.

POOL DEPOT, INC.

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ARTICLES OF INCORPORATION

OF

POOL DEPOT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of

the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

POOL DEPOT, INC.

The address of the principal office of this corporation shall be 3375 Sheridan Street, Hollywood, Florida 33021 and the mailing address of the corporation shall be the same.

ARTICLE IL NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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ARTICLE III. CAPTIAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$.001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3375 Sheridan Street, Hollywood, Florida 33021, and the name of the initial registered agent of the corporation at that address is VERNON MEALEY.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICEL VI. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

VERNON MEALEY *Pres./Dir.*

3375 Sheridan Street Hollywood, Florida 33021

THOMAS GIARUSSO *Sec./Dir.*

3375 Sheridan Street Hollywood, Florida 33021

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

VERNON MEALEY 3375 Sheridan Street Hollywood, Florida 33021

ARTICLE VIII. INFORMAL DIRECTOR ACTION

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this $\Omega^{(1)}$ day of May 2003.

INCORPORATOR, VERNON MEALEY REGISTERED AGENT, VERMON MEALEY

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared VERNON MEALEY who, being first duly sworn by me, deposes and says that the foregoing instrument is true and correct to the best of his knowledge, information and belief.

SWORN TO AND SUBSCRIBED before me this 29 day of May ..., 2003.

My Commission Expires:



NOTARY PUBLIC, State of Florida

- Personally known to me, or Produced identification
 - Did take an oath; Did not take an oath

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ACCEPTANCE OF REGISTERED AGENT

VERNON MEALEY having been designated to act as Registered Agent, hereby agrees to act in this capacity.

VERNON MEALEY

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