

**Electronic Articles of Incorporation
For**

P03000138912
FILED
November 24, 2003
Sec. Of State

POOLS R US OF THE PALM BEACHES, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

POOLS R US OF THE PALM BEACHES, INC.

Article II

The principal place of business address:

1050 HANDY OAK CIRCLE
WEST PALM BEACH, FL. US 33411

The mailing address of the corporation is:

1050 HANDY OAK CIRCLE
WEST PALM BEACH, FL. US 33411

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

500

Article V

The name and Florida street address of the registered agent is:

RICK DEUTSCH
1050 HANDY OAK CIRCLE
WEST PALM BEACH, FL. 33411

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: RICK DEUTSCH

Article VI

The name and address of the incorporator is:

RICK DEUTSCH
1050 HANDY OAK CIRCLE
WEST PALM BEACH, FLORIDA 33411

Incorporator Signature: RICK DEUTSCH

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PRES
RICK DEUTSCH
1050 HANDY OAK CIRCLE
WEST PALM BEACH, FL. 33411 US