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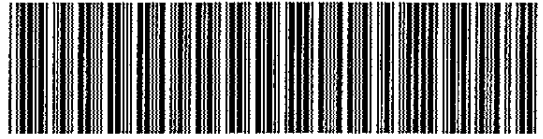
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EFFECTIVE DATE
12-01-03

FILED
03 NOV 20 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wednesday
November 19, 2003

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: San Pablo Pools and Spas, Inc.

Dear Sir or Madame:

Enclosed please find check number 2298 in the amount of \$78.75 to cover the following:

\$35.00 filing fee for Articles of Incorporation;
\$35.00 designation and acceptance of registered agent fee;
\$8.75 certified copy document fee.

Thank you in advance for your assistance.

EFFECTIVE DATE
12-01-03

Respectfully yours,



R. Cash Barlow, Esquire
3948 South 3rd Street, PMB 316
Jacksonville Beach, FL 32250
904/270-2226

RCB/rcb

ARTICLES OF INCORPORATION
OF
SAN PABLO POOLS AND SPAS, INC.

Pursuant of the provisions of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation..

ARTICLE I

The name of the corporation ("Corporation") is San Pablo Pools and Spas, Inc.

ARTICLE II

The existence of the corporation shall begin on December 1, 2003.

ARTICLE III

The address of the principal office of the Corporation is 562 Peregrine Court, Jacksonville, FL 32225.

ARTICLE IV

The maximum number of shares this corporation shall have authority to issue is ten million (10,000,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1125 Blackstone Building, 233 East Bay Street, Jacksonville, Florida 32202. The initial registered agent for the Corporation at that address is Becky Barlow. The board of directors from time to time may move the registered office to any other address within the State of Florida.

ARTICLE VI

The initial board of directors shall consist of one (1) member(s). The name and address of the person(s) who will serve on the initial board of directors are:

Name	Address
Robert Aaron Rojas	562 Peregrine Court Jacksonville, FL 32225

The persons named as director shall hold office for the current year of existence of the Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

The Board of Directors is hereby authorized to make provisions for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any capacity and receive compensation therefore in any form.

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Election of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

ARTICLE VII

A director of the Corporation shall, to the full extent permitted by the Florida General Corporation Law as it now exist or as it may hereafter be amended, not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article Seven, nor the adoption of any provision of the Articles of Incorporation inconsistent with this Article Seven, shall eliminate or reduce the effects of this Article Seven in respect of any matter occurring, or any cause of action, suite or claim that, but for the Article Seven, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

The corporation shall indemnify it's directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE VIII

The Corporation reserves the right to adopt, repeal, rescind or amend in any respect any provisions contained in this Articles of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of November 2003.


Robert Aaron Rojas

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for San Pablo Pools and Spas, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Becky Barlow

Dated: November 18th, 2003

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03 NOV 20 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA