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COR AMND/RESTATE/CORRECT OR O/D RESIGN

FARID POOL SPA INC

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7/20/2006

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FARID POOL SPA, INC.**

Pursuant to Florida Statute 607.1007, the undersigned adopt the following Amended and Restated Articles of Incorporation:

1. The name of the Corporation is FARID POOL SPA, INC.
2. FARID POOL SPA, INC.'s Articles of Incorporation were originally filed with the Florida Department of State on the 9th day of March, 2004.
3. The following Amendments to the Articles of Incorporation were adopted by all of the members of the Corporation eligible to vote by the execution of a written statement manifesting their intention that such amendments be adopted, dated the 11 day of July, 2006 in the manner prescribed by Florida Law:

a) There shall be two (2) shareholders of the Corporation, whose names, addresses and percentages of ownership are as follows:

| | |
|---|-----|
| Fadi Farid Malaab 11601 S. Cleveland Avenue, #5 Fort Myers, Florida 33907 | 51% |
| Rolan Richard 21227 Braxfield Loop Estero, Florida 33910 | 49% |

b) The officers of the Corporation are as follows:

| | |
|-------------------|-------------------------------|
| Fadi Farid Malaab | President and Treasurer |
| Rolan Richard | Vice President and Secretary. |

4. The foregoing Amendments shall become effective and the Articles of Incorporation shall be deemed to be amended thereby upon the filing of these Amended and Restated Articles of Incorporation by the Florida Department of State.

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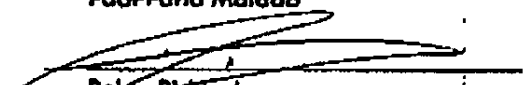
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IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by its shareholders on this 11 day of July 2006.


Fadi Farid Malaab

Rolan Richard

STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared ROLAN RICHARD who is personally known to me or who has produced Florida Driver License or as identification proving himself to be the person described in and who subscribed to the above Amended and Restated Articles of Incorporation, and who did not take an oath, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

WITNESS my hand and official seal this 11 day of July, 2006.

NOTARY SEAL:



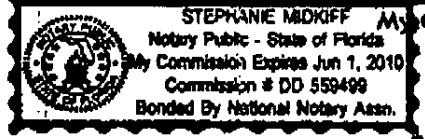

My Commission Expires: 2010


STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared FADI FARID MALAAB is personally known to me or who has produced Florida Driver License or as identification proving himself to be the person described in and who subscribed to the above Amended and Restated Articles of Incorporation, and who did not take an oath, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

WITNESS my hand and official seal this 11 day of July, 2006.

NOTARY SEAL:




My Commission Expires: 2010

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