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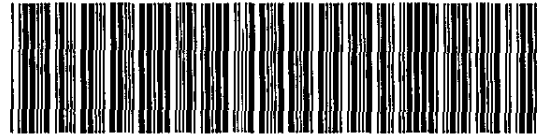
(Business Entity Name)

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07/02/04--01015--006 \*\*87.50

EFFECTIVE DATE  
08/26/2004

FILED  
04 AUG 30 PM 12:06  
TALLAHASSEE, FLORIDA

004-25950

TA 8/30/04

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: C.D.S. SPA & POOLS, INC.  
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$87.50.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.  
6220 S. ORANGE BLOSSOM TRAIL, SUITE 170  
ORLANDO, FLORIDA 32809  
(407) 856-1906

Note: Additional copy of Articles is needed only when certified copy is requested.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 6, 2004

ACCOUNTING PROFESSIONALS GROUP, INC.  
6220 S ORANGE BLOSSOM TRAIL  
STE 170  
ORLANDO, FL 32809

SUBJECT: C D S POOLS INC.  
Ref. Number: W04000025750

RECEIVED  
04 AUG 30 AM 9 50

We have received your document for C D S POOLS INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filings Section

Letter Number: 104A00043398

**EFFECTIVE DATE**  
08/26/2004

**FILED**

ARTICLES OF INCORPORATION  
OF  
C.D.S. SPA & POOLS, INC.

04 AUG 30 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is C.D.S. SPA & POOLS, INC.  
initial address: 830 Rivers Court, Orlando, Florida 32828.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing  
on August 26, 2004.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted  
under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 400 shares  
of Five (\$5.00) Dollar par value common stock, which shall be  
designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and  
office of this Corporation is Steve Luis Murphy,  
830 Rivers Court, Orlando, Florida 32828.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have Four (4) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Paola Saenz	830 Rivers Court Orlando, Florida 32828
Eduardo Diaz	830 Rivers Court Orlando, Florida 32828
Steve Luis Murphy	830 Rivers Court Orlando,, Florida 32828
Lazara Perez	830 Rivers Court Orlando Florida 32828

**ARTICLE VII - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

**ARTICLE VIII - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

**ARTICLE IX - PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as

nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles is Steve Luis Murphy, 830 Rivers Court, Orlando, Florida 32828.

**ARTICLE XI - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

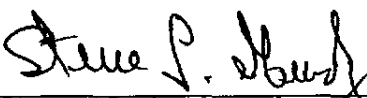
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of August, 2004.

  
\_\_\_\_\_  
Steve Luis Murphy, Secretary

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 25th DAY OF August, 2004.

By   
\_\_\_\_\_  
Steve Luis Murphy, Registered Agent

STATE OF FLORIDA

ORANGE COUNTY

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Steve Luis Murphy, known to me and known by me to be the person who, as Incorporator of C.D.S. SPA & POOLS, INC., and he acknowledged before me that he executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Steve Luis Murphy, known to me and known by me to be the person who, as Registered Agent of C.D.S. SPA & POOLS, INC., and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th, day of August, 2004.

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Angel Z. Cepero  
Notary Public, State of Florida  
at Large

My Commission Expires: