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LAZARUS CORPORATE FILING SERVICE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. EXOTIC POOLS & CONSTRUCTION CORP.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
EXOTIC POOLS & CONSTRUCTION CORP.

APPROVED
AND
FILED
05 MAR -2 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. Name

The name of the corporation shall be: EXOTIC POOLS & CONSTRUCTION CORP.

Article II. Principal Office

The principal place of business and mailing address of this corporation shall be:

18721 SW 104th Avenue
Miami, FL 33157

Article III. Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any time is: One hundred, (100) shares at \$1.00 par value each, having an aggregate value of \$100.00 (One hundred dollars and 00/100).

Article IV. Initial Registered Agent and Address

The name and address of the initial registered agent:

Carlos H. Zambrano
8511 SW 164th Court
Miami, FL 33193

Article
V. Incorporator

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

Carlos H. Zambrano
8511 SW 163rd Street
Miami, FL 33193

Article VI, Officers and Directors

The name(s) and street address(es) of the Board of Directors and Officers of this corporation is (are):

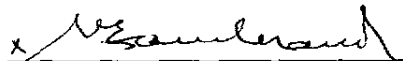
Carlos H. Zambrano
8511 SW 164th Court
Miami, FL 33193

President and Director


Frank Concepcion
12845 SW 189th Street
Miami, FL 33177

Vice President and Director

The undersigned has executed these Articles of Incorporation this 18th day of February 2005.



Carlos H. Zambrano- President



Frank Concepcion-Vice President

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

APPROVED
AND
FILED

05 MAR -2 PM 2:46

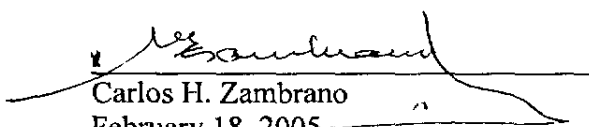
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

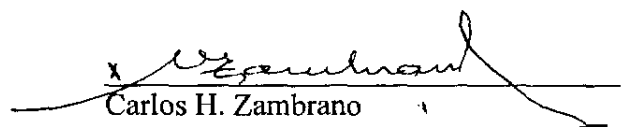
The name of the corporation is: EXOTIC POOLS & CONSTRUCTION CORP.

The name and address of the registered agent and office is:

Carlos H. Zambrano
8511 SW 164th Court
Miami, FL 33193


Carlos H. Zambrano
February 18, 2005

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.


Carlos H. Zambrano
February 18, 2005