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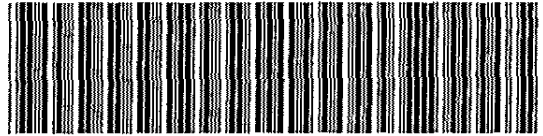
(Business Entity Name)

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2005 MAY 16 A 8:26

CLERK OF COURT
TALLAHASSEE, FLORIDA

D. WHITE MAY 17 2005

Luis Salgueiro
Public Accountant
331 N. W. 59 Avenue
Miami, Florida 33126
(305) 264-3421

TO WHOM IT MAY CONCERN:

5/13/05. -

PLEASE, FIND ORIGINAL AND A COPY OF THE ARTICLES OF
INCORPORATION OF *PUPPO'S POOL, INC.*
A NEW CORPORATION TO BE FILE IN THE STATE OF FLORIDA.

PLEASE, RETURN TO ME:

MR. LUIS SALGUEIRO.
331 N.W. 59th. AVE.;
MIAMI, FLORIDA, 33126

TOGETHER WITH THE ARTICLES OF INCORPORATION FIND MY CHECK
#*4397* FOR THE AMOUNT OF \$122,50 TO PAY FOR THE FILING
PLUS A CERTIFICATE OF TRUE AND CORRECT COPY OF THE ARTICLES
OF INCORPORATION OF: *PUPPO'S POOL, INC.*

PLEASE, RETURN COPY TO ME AT MY ADDRESS SHOWN ABOVE,

THANKS.

Luis Salgueiro
Luis Salgueiro.

LUIS I. SALGUEIRO
331 N.W. 59 AVE.
MIAMI, FL 33126

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2005 MAY 16 A 8:26

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is:

PUPU'S POOL, INC.

ARTICLE II - DURATION

The period of duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized are to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - AUTHORIZED SHARES

The corporation shall have authority to issue 500 shares, all of one class, \$1 par value.

ARTICLE IV-A CORPORATION PRINCIPAL OFFICE AND MAILING ADDRESS.

The address of this corporation Principal Office is;
7500 N.W. 25th. STREET, SUITE #204, MIAMI, FLORIDA 33122
and the mailing address of this corporation is;
7500 N.W. 25th. STREET, SUITE #204,
MIAMI, FLORIDA 33122

ARTICLE V -- INITIAL REGISTERED OFFICE & AGENT

The address of its initial registered office is:

2166 N.W. 3rd. STREET, (REAR)
MIAMI, FLORIDA 33125

and the initial registered agent at said address is:

CARLOS A. GONZALEZ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial board of directors is TWO, whose names and addresses are:

<u>Name</u>	<u>Address</u>
CARLOS A. GONZALEZ.	2166 N.W. 3rd. STREET (REAR) MIAMI, FLORIDA 33125
LAZARO DIAZ.	17731 S.W. 152th. COURT, MIAMI, FLORIDA 33187

ARTICLE VII- INCORPORATORS

The names and addresses of the incorporators are:

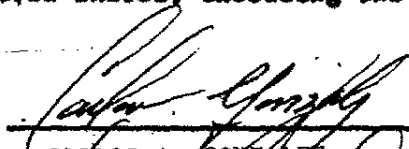
<u>Name</u>	<u>Address</u>
CARLOS A. GONZALEZ.	2166 N.W. 3rd. STREET, (REAR) MIAMI, FLORIDA 33125
LAZARO DIAZ.	17731 S.W. 152th. COURT, MIAMI, FLORIDA 33187

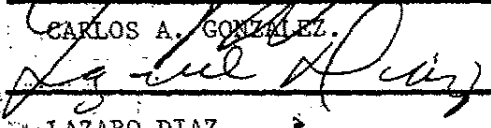
ARTICLE VIII - PREEMPTIVE RIGHTS

Preemptive Rights shall be as follows:

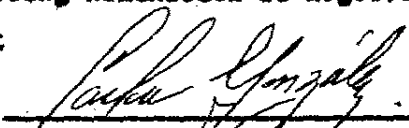
Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the

corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.


CARLOS A. GONZALEZ.


LAZARO DIAZ.

Accepting nomination as Registered Agent


CARLOS A. GONZALEZ.

Dated MAY 13th. 2005, 19

State of Florida
County of ~~Dade~~ MIAMI DADE.

Before me, the undersigned authority, personally appeared ---CARLOS A. GONZALEZ AND LAZARO DIAZ.---

_____, who are to me well known to be the persons described in and who subscribed the above articles of incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

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2005 MAY 16 A 8:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and
my official seal, at Miami, Dade County, Florida
da in said County and State this 13th. day of

MAY 2005 13

Ceferino E. Vega

Notary Public State of Florida at Large.

My Commission Expires:

