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J. Shivers AUG 01 1965

July 19, 2005

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: T & S Total Pools, Inc.

Madame / Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$ 122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Arnaldo Sanchez
T & S Total Pools, Inc.
1155 Marseille Dr. # 30,
Miami Beach, Florida 33141

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

T & S TOTAL POOLS, INC.

The undersigned, for the purpose of becoming a corporation under the Laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, files these Articles of Incorporation.

ARTICLE I

The name of the corporation is T & S TOTAL POOLS, INC. The principal and mailing address is 1155 Marseille Dr. # 30, Miami Beach, Florida 33141

ARTICLE II

The general nature of the business to be transacted is as follows:

SECTION 1: To buy, sell, mortgage, lease, encumber, alienate, or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.

SECTION 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.

SECTION 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

SECTION 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State or Florida, or in any other state in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purpose or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the united States, and elsewhere.

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ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE V

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be five hundred (500) shares of One Dollar (\$ 1.00) par value, unless duly changed in accordance with the Laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 Stock", as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE VI

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

ARTICLE VII

The name of the initial registered agent and the address of the initial registered office of this corporation in the State of Florida shall be:

Arnaldo Sanchez
1155 Marseille Dr. # 30,
Miami Beach, Florida 33141

ARTICLE VIII

This corporation shall exist perpetually.

ARTICLE IX

The number of directors constituting the initial Board of Directors is one. The name and address of the person who are to serve as members of the initial Board of Directors is:

Arnaldo Sanchez
1155 Marseille Dr. # 30,
Miami Beach, Florida 33141

ARTICLE X

The name and address of the person who is to serve as officer of the corporation, and the office that they shall initially hold, and who shall hold such office for the first year of the corporation's existence, or until elections are held is:

Arnaldo Sanchez PRESIDENT-TREASURER-SECRETARY
1155 Marseille Dr. # 30,
Miami Beach, Florida 33141

ARTICLE XI

The name and street address of the subscriber to the Articles of Incorporation is as follows:

Arnaldo Sanchez
1155 Marseille Dr. # 30,
Miami Beach, Florida 33141

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIII

In accordance with F.S. 607.167, the date of corporate existence of this corporation shall be the date of subscription and acknowledgment of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator have hereunto set our hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 25th day of July, 2005.

[Signature]

FL PR Lic # 5522-000-66-45470

STATE OF FLORIDA)

: SS:

COUNTY OF MIAMI DADE)

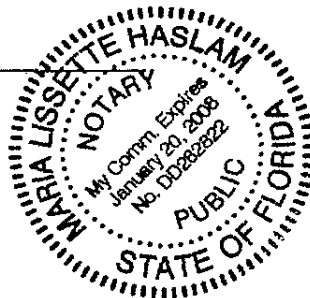
BEFORE ME, the undersigned authority, this day personally appeared

Arnaldo Sanchez Abad

known to me to be the persons described as subscribers and acknowledged before me that he/she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the Country and State named above, this 25th day of July, 2005.

[Signature]
Notary Public, State of Florida



My Commission Expires:

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT


CERTIFICATE OF REGISTERED AGENT
OF
T & S TOTAL POOLS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1155 Marseille Dr. # 30, Miami Beach, Florida 33141, has named ARNALDO SANCHEZ, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Arnaldo Sanchez
Registered Agent

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CLERK
DIVISION OF CORPORATE
STATE