

**Electronic Articles of Incorporation
For**

P06000133807
FILED
October 20, 2006
Sec. Of State
bmcknight

BEMCO POOLS & SPAS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BEMCO POOLS & SPAS, INC.

Article II

The principal place of business address:

1210 GREENLAND HAMMOCK
DELAND, FL. US 32720

The mailing address of the corporation is:

1210 GREENLAND HAMMOCK
DELAND, FL. US 32720

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

2

Article V

The name and Florida street address of the registered agent is:

UNITED STATES CORPORATION AGENTS, INC.
1111 LINCOLN ROAD
SUITE 400
MIAMI BEACH, FL. 33139

I certify that I am familiar with and accept the responsibilities of registered agent.

P06000133807
FILED
October 20, 2006
Sec. Of State
bmcKnight

Registered Agent Signature: ARMINE TER-VARDANYAN, US CORP. AGENTS

Article VI

The name and address of the incorporator is:

ARMINE TER-VARDANYAN
LEGALZOOM.COM, INC.
7083 HOLLYWOOD BLVD., SUITE 180
LOS ANGELES, CA 90028

Incorporator Signature: ARMINE TER-VARDANYAN, LEGALZOOM.COM, INC

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PRES
SCOTT W BEMBINSTER
1210 GREENLAND HAMMOCK
DELAND, FL. 32720 US

Title: TRES
SCOTT W BEMBINSTER
1210 GREENLAND HAMMOCK
DELAND, FL. 32720 US

Title: SECT
STEPHANIE BEMBINSTER
1210 GREENLAND HAMMOCK
DELAND, FL. 32720 US

Title: DIR
SCOTT W BEMBINSTER
1210 GREENLAND HAMMOCK
DELAND, FL. 32720 US