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SECRETARY OF STATE

J. Strikes MAR 2.1 2007

ARTICLES OF INCORPORATION

OF

SUNSHINE POOLS & SPA SPECIALISTS, INC.

ARTICLE I - NAME

The name of this corporation is SUNSHINE POOLS & SPA SPECIALISTS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE 1V - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of \$1.00 par value common stock, which shall be designated "Common Stock".

ARTICLE V - 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 pro rata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is

offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is, 4962 NW 97th PL, Doral,

FL 33178. The principal office address, the registered office address and the mailing address are

the same. The name of the initial registered agent of this corporation is LUIS MONTALVO

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director initially. The number of directors may be either

increased or diminished from time to time by the bylaws but shall never be less than ONE.

The name and address of the initial director of this corporation is:

Luis Montalvo

4962 NW 97th PL

President

Doral, Florida 33178

2

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Luis Montalvo

4962 NW 97th PL

President

Doral, Florida 33178

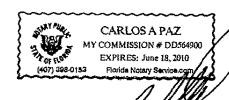
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 13th day of March, 2007

Dia Mantatya

President

SWORN TO BEFORE ME, this /5 day of March, 2007.

My commission expires: June 19, 200



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE

In compliance with section 607.034 of the Florida Statutes, the following is submitted: SUNSHINE POOLS & SPA SPECIALISTS, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Doral, County of Miami Dade, State of Florida, has named LUIS MONTALVO, located at 4962 NW 97th Place, in the City of Doral, County of Miami Dade, State of Florida, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned corporation the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statues relative to the proper and complete performance of my duties.

Dated this 13th day of March, 2007

Resident and Registered Agent