

**Electronic Articles of Incorporation
For**

P07000063702
FILED
May 30, 2007
Sec. Of State
jshivers

USA POOL & TOY DISTRIBUTORS, 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:

USA POOL & TOY DISTRIBUTORS, INC.

Article II

The principal place of business address:

20098 113 DRIVE
OBRIEN, FL. 32071

The mailing address of the corporation is:

20098 113 DRIVE
OBRIEN, FL. 32071

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:

4

Article V

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

DENISE SANGER
20098 113 DRIVE
OBRIEN, FL. 32071

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

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Registered Agent Signature: DENISE SANGER

Article VI

The name and address of the incorporator is:

DENISE SANGER
20098 113 DRIVE

OBRIEN FL 32071

Incorporator Signature: DENISE SANGER

Article VII

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

Title: P
DENISE SANGER
20098 113 DRIVE
OBRIEN, FL. 32071

Title: VP
CARRIE WARD
20673 97TH DRIVE
OBRIEN, FL. 32071 US

Title: T
LEONARD SANGER
20098 113 DRIVE
OBRIEN, FL. 32071

Title: S
CHARLES NORTON
11751 208 STREET
OBRIEN, FL. 32071

Article VIII

The effective date for this corporation shall be:

06/01/2007