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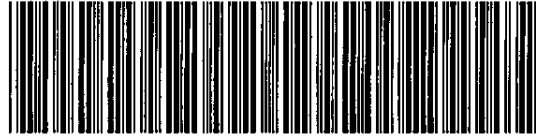
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2007 JUN -8 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cf. 6-11

LETTER OF TRANSMITTAL

Date 6-5-07

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

SUBJECT: ARTICLES OF INCORPORATION OF
XTRA POOLS, INC.

ATTENTION: NEW FILING SECTION


Enclosed, please find an original and one copy of the Articles of Incorporation of Xtra Pools, Inc., and a Designation and Acceptance of Registered Agent for a Florida Corporation. The name and street address of the incorporator and registered agent is as follows:

GLADSTONE MCKENZIE
1929 N.W. 46th Avenue, #A
Lauderhill, Florida 33313

Also, enclosed herewith, please find the amount of one hundred and thirty one + 25/100 dollars (\$131.25) for the filing fee, certified copy and certificate. Further, please direct all requests for additional information, responses, documents, certificates and copy of the filing and any other writings related to the subject corporation to the attention of the undersigned attorney at the address shown, or telephone (954) 709-8256.

Very truly yours,

Shannon K. Baruch, P.A.
Post Office Box 1485
Orlando, FL 32802-1485
Telephone/Facsimile: (352) 243-1695


Shannon K. Baruch, Esquire
Attorney for Incorporator

**ARTICLES OF INCORPORATION
OF
XTRA POOLS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age, does hereby form the following Corporation under the Florida Business Corporation Act and file the following Articles of Incorporation pursuant to Section 607.0202, Florida Statutes:

ARTICLE I

NAME AND MAILING ADDRESS

The name and mailing address of the Corporation shall be **XTRA POOLS, INC., 1929 N.W. 46th Avenue, #A, Lauderhill, Florida 33313**, as approved by the Board of Directors.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and power shall be as follows:

"To engage in residential and commercial pool repair and maintenance services; and any and all activities or business for which the Corporation may be incorporated under the Florida Business Corporation Act and/or permitted under the Laws of the United States and of the State of Florida."

ARTICLES III

CAPITAL STOCK

1. The maximum number of shares of authorized capital stock of this Corporation shall be Fifty Thousand (50,000) shares of common stock with par value of zero dollar (\$0.00).
2. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.
3. The capital stock may be paid for in property, labor, services or cash at a just valuation to be fixed by the Board of Directors. All of the stock shall be fully paid and non-

assessable.

ARTICLE IV

PREEMPTIVE RIGHTS

Each shareholder of common stocks to this Corporation shall be entitled to full preemptive rights to purchase, with any form of valuable consideration, any issued or un-issued or treasury shares of the Corporation and any securities of the Corporation and any securities of the Corporation convertible into, or carrying a right to subscribe for, or acquire any un-issued treasury shares.

ARTICLE V

CLASS OF STOCK

The Corporation will issue any class of common stock. Each holder of common stock shall have the right to vote.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1929 N.W. 46th Avenue, #A, Lauderhill, Florida 33313, and the name of the Registered Agent of this Corporation is GLADSTONE MCKENZIE.

ARTICLE VII

TERM OF EXISTENCE

The term of the existence of the Corporation is perpetual.

ARTICLE VIII

ADDRESS

The principal office of the Corporation shall be at **1929 N.W. 46th Avenue, #A, Lauderhill, Florida 33313**. The Corporation may have such other places of business in the State of Florida as the nature and progress of the business of the Corporation shall, from time to time, render necessary and/or desirable. The Board of directors may, from time to time, move the principal office to any new address or place in the State of Florida. Said

Corporation shall have the power to conduct its business outside the State of Florida, or in any or all of the several States and Territories of the United States, including the District of Columbia, and in any or all foreign countries and may have one or more offices in any of said places.

ARTICLE IX

DIRECTORS

The Board of Directors of the Corporation shall consist of at least one person and the first Board of Directors of the Corporation shall be comprised of the following named person:

GLADSTONE MCKENZIE
1929 N.W. 46th Avenue, #A
Lauderhill, Florida 33313

ARTICLE X

SUBSCRIBERS

The name and street address and the number of shares subscribed to by the subscriber hereto, who is also a member of the first Board of Directors and who is to conduct the business of the Corporation until those elected at the organizational meeting, is:

GLADSTONE MCKENZIE
1929 N.W. 46th Avenue, #A
Lauderhill, Florida 33313

30,000 Shares

ARTICLE XI

RESTRICTION ON TRANSFER OF SHARES AND OTHER SECURITIES

In the issuance of the shares of the common stocks of this Corporation, a restriction shall be imposed on the transfer, or registration of transfer, of shares and shall be validated and enforced against the holder, or a transferee of the holder, pursuant to Section 607.0627, Florida Statutes, and its existence shall be noted conspicuously on the front or back of the certificate, or contained in the information statement required by Section 607.0626(2), Florida Statutes. The

restriction on the transfer, or registration of transfer, of shares shall be authorized to maintain the corporation's status that is dependent on the identity of its shareholders. The restriction imposed on the transfer, or registration of transfer, of shares shall (a) obligate the shareholder(s) first to offer the corporation (separately, consecutively or simultaneously) an opportunity to acquire the restricted shares; (b) obligate the corporation (separately, consecutively or simultaneously) to acquire the restricted shares; (c) require the corporation, or the principal holders of any class of its shares, to approve the transfer of the restricted shares; and (d) prohibit the transfer of the restricted shares to designated persons or classes of persons.

For purposes of these Articles of Incorporation, "shares" shall include a security convertible into, or carrying a right to subscribe for, or acquire shares.

ARTICLE XII

OFFICERS

The officers of the Corporation need not be a resident of the State or shareholders, unless the Bylaws so require. An individual may hold more than one position if he or she is a shareholder in the Corporation and the officers are as follows:

President	GLADSTONE MCKENZIE
Vice President	GLADSTONE MCKENZIE
Treasurer	GLADSTONE MCKENZIE
Secretary	GLADSTONE MCKENZIE

ARTICLE XIII

BYLAWS

The Board of Directors shall adopt Bylaws at the first organizational meeting. The proposed Bylaws shall be approved by two thirds vote of the total Board of Directors before becoming the law of the Corporation.

ARTICLE XIV

INCORPORATOR(S)

The name and street address of the incorporator(s) of these Articles of Incorporation is:

GLADSTONE MCKENZIE
1929 N.W. 46th Avenue, #A
Lauderhill, Florida 33313

The Corporation hereby reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator/Subscribing Stockholder has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this

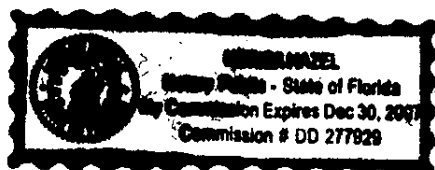
1st of May, 2007.

G. McKenzie (SEAL)
GLADSTONE MCKENZIE
Incorporator/Subscribing Shareholder

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared GLADSTONE MCKENZIE, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of office, this 1st day of May, 2007.



Tensa Hazel
Signature and Seal of Notary Public
Administering the Oath

Tensa Hazel
Name of Notary Public, State of Florida

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:

XTRA POOLS, INC.

2. The name and street address of the registered agent and office is:

GLADSTONE MCKENZIE
1929 N.W. 46th Avenue, #A
Lauderhill, Florida 33313

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


GLADSTONE MCKENZIE

5/1/07
DATE

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TALLAHASSEE, FLORIDA