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SECRETARY OF STATE
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FLORIDA PROFIT/NON PROFIT CORPORATION

VICTORIAN POOLS & SPAS, INC.

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ARTICLES OF INCORPORATION
OF
VICTORIAN POOLS & SPAS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

VICTORIAN POOLS & SPAS, INC.

The principle place of business of this corporation shall be:
1011 NW 10 ST. MIAMI, FL 33030

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 SHARES AT \$1.00

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

PL.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are)

PABLO L. LOPEZ (P)
1011 NW 10 ST.
MIAMI, FL 33030

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

PABLO L. LOPEZ (P)
1011 NW 10 ST.
MIAMI, FL 33030

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this FEBRUARY 11, 2008.

Signature of Incorporator

Pablo Lopez

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, 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:

VICTORIAN POOLS & SPAS, INC.

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

PABLO L. LOPEZ (P)
1011 NW 10 ST.
MIAMI, FL 33030

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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Signature Pablo Lopez

Title President Date 2/11/08

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature Pablo Lopez
Date 2/11/08