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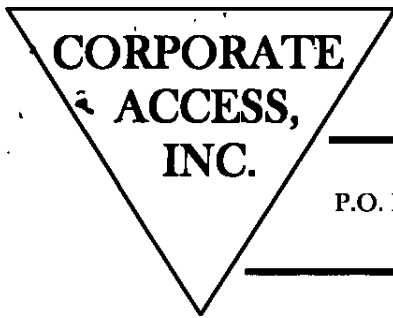
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Inc.

1.

Factory Direct Spa Coverz, Inc.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

★ Effective Date: 9/2/10

ARTICLES OF INCORPORATION
OF
FACTORY DIRECT SPA COVERZ, INC.

APPROVED
AND
FILED

10 SEP -8 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is Factory Direct Spa Coverz,
Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal office and mailing address of this corporation
is 19 Foreston Circle, Manorville, New York 11948.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of
September 2, 2010.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business
permitted under the laws of the United States of America and of
this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000)
shares of \$1.00 par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Joel D. Bronstein, 150 2nd Avenue North, Suite 1100, St. Petersburg, Florida 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are Daniel Leyser, 19 Foreston Circle, Manorville, New York 11949.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Joel D. Bronstein, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

APPROVED
AND
FILED

ARTICLE IX.

10 SEP -8 AM 11:21

AMENDMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation 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 shareholders is subject to this reservation.

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 7th day of September, 2010.



Joel D. Bronstein
Incorporator and Registered Agent