



BRANDON & Co.

A PROFESSIONAL ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS

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December 29, 1994

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SECRETARY OF STATE
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: REEF POOLTECH, INC.

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation and Certificate of Resident Agent for the above proposed corporation.

Also find enclosed a check in the amount of \$122.50, made payable to Secretary of State of Florida, to cover the filing fee costs.

Please return the certified copy of the Articles of Incorporation to this office as soon as possible.

Thanking you in advance for your assistance in this matter.

Very truly yours

Charles F. Brandon, CPA
Charles F. Brandon, CPA

CFB/sb

Enclosure(s)

T. BROWN JAN - 6 1995

FILED
95 JAN - 4 AM 8 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEMBERS

Florida Institute of Certified Public Accountants • American Institute of Certified Public Accountants • Institute of Management Accountants
2450 E. COMMERCIAL BOULEVARD • FORT LAUDERDALE, FLORIDA 33306 • TELEPHONE (305) 771-2400 • TELEFAX (305) 771-1024

ARTICLES OF INCORPORATION

- OF -

REEF POOLTECH, INC.

FILED
95 JAN -4 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, acting as Incorporators for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formulation, liability, rights and privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be REEF POOLTECH, INC.

ARTICLE II

The principal office of this corporation shall be situated at 2787 East Oakland Park Boulevard, Suite 315, Fort Lauderdale, FL 33306. Said corporation shall have the rights and privileges of business in such states of the United States and foreign countries whenever the Board of Directors may from time to time order and establish.

ARTICLE III

The street address of this corporation's initial registered office will be 2787 East Oakland Park Boulevard, Suite 315, Fort Lauderdale, FL 33306 and the name of its initial registered agent will be CARL ALOISIO at such address.

ARTICLE IV

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any of all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Law.

ARTICLE V

The total authorized capital stock of this corporation shall be \$10,000, divided into a maximum of 10,000 shares, which shall be of common stock of par value of \$1.00 each, fully paid and non-assessable.

All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

In case a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention hereof to give them a preference in the purchase of same, and any attempted sale in violation of this provision is null and void. A stockholder desiring to sell his stock shall file notice in writing of his intention with the Secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders, or the corporation, within six months thereafter they shall be deemed to have waived their privilege of purchasing, and he shall be at liberty to sell to anyone else, according to the same terms as filed with the corporation.

ARTICLE VI

The amount of capital with which the corporation shall commence business shall not be less than \$500.00.

ARTICLE VII

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VIII

The business of this corporation shall be conducted by a Board of Directors consisting of one or more persons.

The officers of this corporation shall be a President, a Secretary, and a Treasurer, and such other officers as shall be appointed in accordance with the By-Laws of this corporation.

ARTICLE IX

The names and addresses of the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CARL ALOISIO	2787 East Oakland Park Boulevard Fort Lauderdale, FL 33306
JULIE ALOISIO	2787 East Oakland Park Boulevard Fort Lauderdale, FL 33306

ARTICLE X

The following shall hold office named until their successors shall be regularly elected and shall be qualified:

<u>NAME</u>	<u>ADDRESS</u>
CARL ALOISIO President	2787 East Oakland Park Boulevard Fort Lauderdale, FL 33306
JULIE ALOISIO Secretary/Treasurer	2787 East Oakland Park Boulevard Fort Lauderdale, FL 33306

ARTICLE XI

The names and addresses of the Incorporators signing these
Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
CARL ALOISIO	2787 East Oakland Park Boulevard Fort Lauderdale, FL 33306
JULIE ALOISIO	2787 East Oakland Park Boulevard Fort Lauderdale, FL 33306

IN WITNESS WHEREOF, the undersigned Incorporators have executed
these Articles of Incorporation at Fort Lauderdale, Broward County, this 29th
day of DECEMBER, 1994.

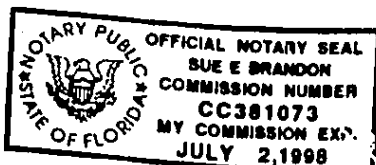
Carl A. Aloisio
Incorporator

Julie A. Aloisio
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared CARL ALOISIO
and JULIE ALOISIO to me well known and known to be the persons who executed
the foregoing Articles of Incorporation, and they acknowledged to and before
me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day
of December, 1994.



Sue E. Brandon
Sue E. Brandon
Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

REEF POOLTECH, INC. desiring to organize under the Laws of the
State of Florida with its principal office as indicated in the Articles of
Incorporation at the City of Fort Lauderdale, County of Broward, State of
Florida, has named CARL ALOISIO located at 2787 East Oakland Park Boulevard,
Suite 315, Fort Lauderdale, FL 33306 as its agent to accept service of
process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate, I hereby
accept to act in this capacity, and agree to comply with the provisions of
said Act relative to keeping open said office.

Carl A. Aloisio
CARL ALOISIO, RESIDENT AGENT

FILED
95 JAN -4 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA