

LAW OFFICES
SADER & ALBERTINE
A PROFESSIONAL ASSOCIATION

MICHAEL O. ALBERTINE*
ROBERT L. SADER**
MICHAEL R. LE MAIRE

Also Admitted in New Jersey*
Also Admitted in Ohio**

THEODORE F. BRILL
of Counsel

9950000 11339

February 7, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32301

Re: Spa-Tops, Inc.

500001400895
-02/08/95--01125--001
****122.50 ****122.50

Dear Sir and Madam:

Please find enclosed original and one copy of the Articles of Incorporation for the above-captioned entity. I have also enclosed a check for \$122.50 for the filing of said Articles.

Please return to us a Certified Copy of same via Federal Express. I have enclosed completed Federal Express envelope.

Thank you for your courtesy and cooperation in this matter.

Sincerely,

Michael O. Albertine, Esq.

MOA/cw
Enclosure

Incorp.Spa-Tops.SecSt.ltr

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95 FEB -8 AM 7:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. REGISTER FEB 9 1995

ARTICLES OF INCORPORATION

OF

SPA-TOPS, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be SPA-TOPS, INC., and the initial address of this corporation shall be 2310 Hayes Street, Hollywood, Florida 33020.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
7,500	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 2200 W. Commercial Boulevard, Suite 301, Fort Lauderdale, Florida 33309, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The

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SECRETARY OF STATE
TALLAHASSEE, FLA.

initial registered agent at that address shall be Michael O. Albertine, Esq.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

NAME JUDITH BROSSEAU
ADDRESS 2310 Hayes Street
 Hollywood FL 33020

ARTICLE VIII

The name and address of the Incorporator is Michael O. Albertine, Esq., 2200 W. Commercial Boulevard, Suite 301, Fort Lauderdale, Florida 33309.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

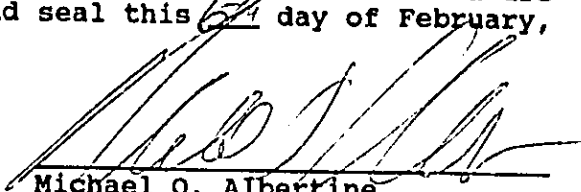
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 6th day of February, 1995.


Michael O. Albertine
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority personally appeared Michael O. Albertine, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed, and that I relied upon the following form of identification of the above-named person:

Personal Knowledge and State of Florida Driver's License

WITNESS my hand and official seal in the State and County aforesaid, this 6th day of February 1995.


Notary Public

My Commission Expires:

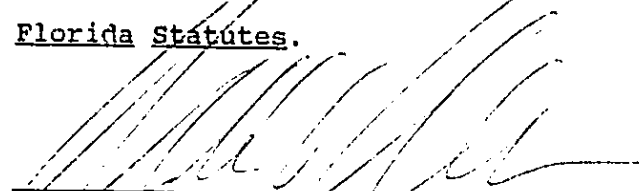
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: Feb. 27, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

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

In compliance with the laws of Florida, the following is submitted:

First, That SPA-TOPS, INC. desiring to organize under the laws of the State of Florida, has named Michael O. Albertine, Esq., 2200 W. Commercial Boulevard, Suite 301, Fort Lauderdale, County of Broward, State of Florida 33309, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0501, Florida Statutes.


Michael O. Albertine, Esq.
Registered Agent

DATED: this 6 day of Feb, 1995.

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SECRETARY OF STATE
TALLAHASSEE FL 32399

LAW OFFICES
SADER & ALBERTINE
A PROFESSIONAL ASSOCIATION

MICHAEL O. ALBERTINE
ROBERT L. SADER**
MICHAEL R. LE MAIRE

Also Admitted in New Jersey
Also Admitted in Ohio**

P95000011339

BRILL
of Counsel

January 25, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32301

Re: Spa-Tops, Inc.
Charter No. P95-000011339

200001706692
-02/05/96--01096--014
*****35.00 *****35.00

Dear Sir and Madam:

Please find enclosed an original Amendment to the Articles of Incorporation for the above-captioned entity. I have also enclosed a check for \$35.00 for the filing of said Amendment.

Thank you for your courtesy and cooperation in this matter.

Sincerely,


Michael O. Albertine, Esq.

MOA/cw
Enclosure

IncCorp.Spa-Tops.SecSt.Ltr

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96 JAN 29 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Name
change
JP*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
SPA-TOPS, INC.
Charter No. P95000011339

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Sections 607.1001, 607.1002 and 607.1003, of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is SPA-TOPS, INC.
2. The following Amendment to its Articles of Incorporation was adopted by the sole Director and sole Shareholder of the Corporation as of January 1, 1996, in the manner prescribed by the pertinent provisions of the Florida Business Corporation Act:

RESOLVED, That ARTICLE I of the Articles of SPA-TOPS, INC. be amended to read as follows:

"ARTICLE I

The name of this corporation shall be Pro-Tec Covers, Inc. and the initial address of this corporation shall be 2310 Hayes Street, Hollywood, Florida 33020".

DATED: 1-10, 1996

SPA-TOPS, INC., a Florida corporation

BY: Judith Brosseau
Judith Brosseau, President