

P95000033564

NIEVES, MELON,  
TAX & ACCOUNTING SERVICES, INC.  
439 W. VINE ST.  
KISSIMMEE, FL 34741

Date 4/24/95

Florida Department of State  
Bureau of Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500001466075  
-04/27/95--01023--001  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed you will find the articles of  
incorporation for Pool Warehouse, Inc  
along with a check for \$ 122.50 for filing,  
certified copy, and registered agent designation fees.

Please send acknowledgement to:

NIEVES, MELON,  
TAX & ACCOUNTING SERVICES, INC.  
439 W. VINE ST.  
KISSIMMEE, FL 34741

SAB  
5/1/95

FILED  
95 APR 26 AM 10:45  
TALLAHASSEE, FL

FILED

95 APR 26 AM 10:45

STATE  
OF FLORIDA

ARTICLES OF INCORPORATION  
OF  
POOL WAREHOUSE, INC.

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The undersigned incorporator makes, acknowledges, and files with the Department of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I  
Name and Address

The name of this corporation shall be Pool Warehouse, Inc., and its principal place of business shall be 360 N. State Rd. 434, Altamonte Springs, Florida, 32714-2133; but it may establish branch offices at any other points deemed advisable by its board of directors within the State of Florida.

ARTICLE II  
Term of Existence

This corporation shall have a perpetual existence.

ARTICLE III  
Nature of Business

The purpose or purposes for which the corporation is organized is to engage or transact in any and all lawful activities or business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the State, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV  
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have at any one time is ONE THOUSAND (1000) shares of common stock, having a par value of \$1.00 per share.

ARTICLE V  
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Fred Szafran. The street address of the initial registered office of this corporation is 478 Devon Place, Heathrow, Florida, 32746.

ARTICLE VI  
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1), except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VII  
Initial Board of Directors

The name and street address of the member of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

Name	Address
Fred Szafran	478 Devon Place Heathrow, FL 32746

ARTICLE VIII  
Incorporator

The name and street address of the incorporator is:

Name	Address
Fred Szafran	478 Devon Place Heathrow, FL 32746

ARTICLE IX  
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

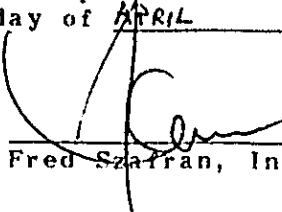
ARTICLE X  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI  
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, propose by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

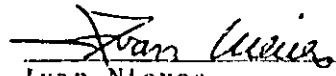
IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 22<sup>nd</sup> day of APRIL, 1995.

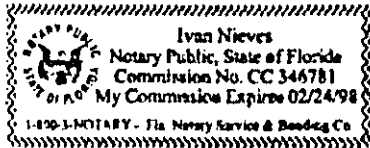
  
\_\_\_\_\_  
Fred Szafran, Incorporator

STATE OF FLORIDA  
COUNTY OF OSCEOLA

Before me personally appeared Fred Szafran to me well known and known to me to be the individual described in and who executed the above foregoing, Articles of Incorporation and acknowledged before me that the above individual executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 22<sup>nd</sup> day of April, 1995.

  
Ivan Nieves  
Notary Public, State of Florida



My commission expires:

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

In compliance with the Florida Business Corporation Act, the following is submitted:

That Pool Warehouse, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Altamonte Springs, State of Florida, has named Fred Szafran, located at 478 Devon Place, Heathrow, Florida, 32746; as its agent to accept service of process within Florida.

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.

  
\_\_\_\_\_  
Fred Szafan, Registered Agent

FILED

95 APR 26 AM 10:45

CLERK OF COURT



P95000033564

VIA CERTIFIED MAIL  
RETURN RECEIPT NO: P 429 624 928

Florida Department of State  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Pool Warehouse, Inc.

600001991776--8  
-10/31/96--01036--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Ladies and Gentlemen:

Enclosed for filing is a manually signed Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Also enclosed is a duplicate copy of the same to be date-stamped and returned to us. A stamped, self-addressed envelope has been provided for your convenience.

In addition, enclosed is our firm's check in the amount of \$35.00 to cover the filing fee.

If you have any questions regarding this filing, please contact the undersigned.

Very truly yours,

SUZAN A. ABRAMSON, P.A.

By:

Suzan A. Abramson

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 30 PM 1:35

APPROVED  
AND  
FILED

SAA/lms  
Enclosures

cc: Fred Szafran

pool/articles amend ltr.doc

Handwritten notes and stamps:  
P95000033564  
10-30-96  
Amend

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
POOL WAREHOUSE, INC.

Pool Warehouse, Inc., a Florida corporation, hereby amends its Articles of Incorporation as follows

1 Article IV of the Articles of Incorporation is hereby amended in its entirety to read as follows

"ARTICLE IV - CAPITAL STOCK

(a) The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.01 per share.

(b) All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive "

2. Each share of the corporation's common stock, \$1.00 par value, outstanding on the effective date of these Articles of Amendment shall, without any action on the part of the holder thereof, be converted into one share of common stock of the corporation, \$.01 par value per share.

3. The foregoing Amendment was adopted on October 24, 1996 by unanimous written consent of the corporation's Board of Directors and shareholders pursuant to Sections 607.0821 and 607.0704, respectively, of the Florida Statutes. The number of votes cast by the shareholders for the Amendment was sufficient for approval by the shareholders

4. Except as modified hereby, the Articles of Incorporation of the corporation shall remain in full force and effect.

Dated this 25 day of October, 1996

POOL WAREHOUSE, INC.

By: 

Fred Szafra, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 30 PM 1:36

APPROVED  
AND  
FILED