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Articles of Incorporation

Filed 7-11-95

(Original Articles on wrong film with wrong number written on it.)

5 pgs

07/11/95

FAS-T CORPORATE AGENTS

(305) 599-9591

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7/11/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST BAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SUNSET POOLS & GARDENS, INC.

FAX AUDIT NUMBER: H95000007662

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/11/1995

TIME REQUESTED: 12:35:42

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071001002335

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7/11

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
SUNSET POOLS & GARDENS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATE ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE: SUNSET POOLS & GARDENS, INC.

ARTICLE II: NATURE OF THE 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, AND ANY OTHER STATE, COUNTRY, TERRITORY OR NATION. THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

520 Biltmore Way
Coral Gables, FL 33134

ARTICLE III: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS: 1,000 SHARES OF COMMON STOCK, PAR VALUE \$ 1.00 PER SHARE.

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

Prepared by: Marlane M. Estevill
520 Biltmore Way
Coral Gables, FL 33134
(305) 444-8800

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ARTICLE V: OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICERS AND DIRECTORS, WHO SHALL HOLD OFFICE THE FIRST DAY OF THE CORPORATION'S EXISTENCE UNTIL THEIR SUCCESSORS ARE ELECTED ARE:

PRESIDENT & SECRETARY:

MARLENE M. ESTEVILL
520 BILTMORE WAY
CORAL GABLES, FL 33134

ARTICLE VI: INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

MARLENE M. ESTEVILL
520 BILTMORE WAY
CORAL GABLES, FL 33134

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 11 DAY OF July OF 1995.

SIGNATURE OF INCORPORATOR

Marlene M. Estevill

STATE OF FLORIDA)

COUNTY OF DADE)

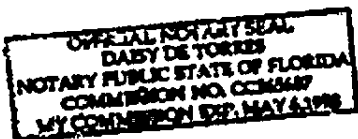
SS: 590-24-0841

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED AND SWORN TO BEFORE ME THIS 11 DAY OF July OF 1995 BY MARLENE M. ESTEVILL OF SUNSET POOLS & GARDENS, INC.

NOTARY PUBLIC

Daisy De Torres

MY COMMISSION EXPIRES: _____



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: SUNSET POOLS & GARDENS, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

MARLENE M. ESTEVILL
520 BILTMORE WAY
CORAL GABLES, FL 33134

SIGNATURE: Marlene M. Estevill
MARLENE M. ESTEVILL, PRESIDENT

DATE: July 11, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Marlene M. Estevill
MARLENE M. ESTEVILL, REGISTERED AGENT

DATE: July 11, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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