

PC15000066958

July 10, 1995

Secretary of State
Division of Corporations
P.O. Box 6027
Tallahassee, Fl. 32302

53 25 28 AM 7:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Imagine Pool Service, Inc.

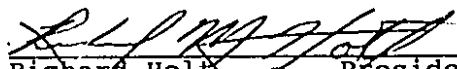
Dear Sir or Madam:

Enclosed for filing please find original and one copy of the Articles of Incorporation, and a registered agents certificate. Also enclosed is our check in the sum of \$122.50 for your filing fee.

Please file the Articles of Incorporation to commence corporate existence and return the certified copy of the Articles of Incorporation to our office at the earliest convenience.

Thank You for your attention to this matter.

Yours Very Truly,


Richard Holt President

400001571534
-03/23/95--01008--016
***122.50 ***122.50

8/25/95
TH

ARTICLES OF INCORPORATION

OF

IMAGINE POOL SERVICE, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the corporation shall be Imagine Pool Service, Inc., and the corporation's principal address shall be 801 W Beckley Square Davie, Fl. 33325.

ARTICLE II
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The purposes for which the corporation is organized are to engage in the business of international trading, import, export, sales of goods, purchase of goods, and the general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation shall have the authority to issue 100 shares, all of one class of capital stock, with a par value of \$1.00 per share.

ARTICLE V
REGISTERED AGENT AND INITIAL OFFICE

The address of the corporation's initial registered office is 801 W Beckley Square, Davie, Fl. 33325, and the name of the initial registered agent is Richard Holt.

SECRET
MAY 28 1964
TALLAHASSEE
FLORIDA

ARTICLE VI
BOARD OF DIRECTORS AND INITIAL DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one. The number of directors constituting its initial Board of Directors is one, whose name and address is:

Richard Holt

801 W Beckley Square
Davie, Fl. 33325

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is Richard Holt,
801 W Beckley Square, Davie Fl. 33325.

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

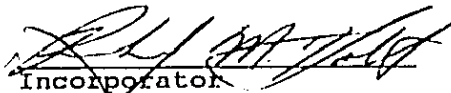
ARTICLE IX
PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have the preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to the stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE X
EFFECTIVE DATE

Persuant to Florida Statute Section 607.0203(1) (1991), the effective date of the commencement of corporate existence is when these Articles of Incorporation are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares hereinabove set forth, and hereunto sets his hand and seal this 17 day of July, 1995.


Incorporator

Incorporator

Richard Holt

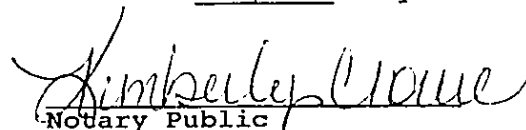
STATE OF FLORIDA

SS:

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to take acknowledgements and administer oaths, personally appeared Richard Holt, party to the foregoing Articles of Incorporation, known to be personally to be such, and having further provided proof of identification by Florida Driver's License No. Personally Known, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were truly set forth.

WITNESS my hand and official seal this 17th day of July, 1995.


Notary Public

My Commission Expires:

Oct. 7, 1996

3



OFFICIAL SEAL
KIMBERLY CROWE
My Commission Expires
Oct. 7, 1996
Comm. No. CC 234067

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance to chapter 48.091, Florida Statutes (1998),
the following is submitted, in compliance with said Act:

First - Imagine Pool Service, Inc.
desiring to organize under the laws of the State of
Florida with its registered office, as indicated in the
Articles of Incorporation at the city of Davie,
County of Broward, State of Florida, has named Richard
Holt, located at 801 W Bockley Square, Davie, Fl.
as its agent to accept service of process within this state.

1: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above-stated corporation, at that 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.


Richard Holt, Registered Agent