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((H960000001946))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: POOL RITE II, INC.

FAX AUDIT NUMBER: H960000001946

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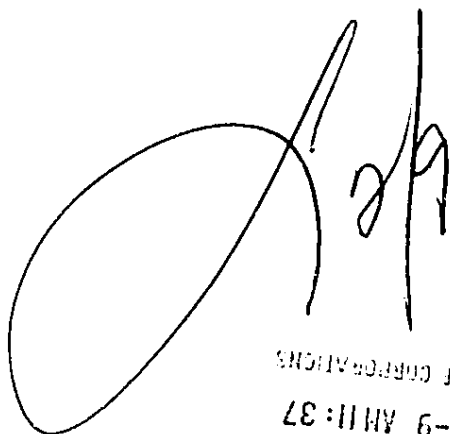
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RODRIGUEZ, HERNANDEZ & LOPEZ-GARCIA

ATTORNEYS AT LAW

OneMain Building

777 Brickell Avenue, Suite 930
Miami, Florida 33131

JOSUE N. RODRIGUEZ, P.A.
FERNANDO HERNANDEZ, P.A.
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February 8, 1996

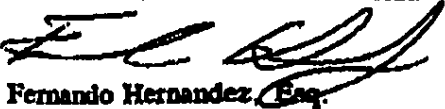
Secretary of State
Division of Corporations
Via Facsimile

RE: Pool-Rite II, Inc.

To whom it may concern:

Please be advised that all of the shareholders and directors of Pool-Rite II, Inc. are blood relatives of the shareholders of Pool-Rite, Inc. and are authorized to incorporate under said name.

Respectively,
RODRIGUEZ, HERNANDEZ & LOPEZ-GARCIA



Fernando Hernandez Esq.

FH/tp

Ms:\evja\jennet\secsta.ltr

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**ARTICLES OF INCORPORATION
OF
POOL-RITE II, INC.**

ARTICLE I-NAME

The name of this Corporation is **POOL-RITE II, INC.**, a Florida Corporation.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V-REGISTERED OFFICE AND AGENT AND CORPORATE
ADDRESS**

The name and street address of the initial registered office of this Corporation is Fernando Hernandez, 777 Brickell Avenue, Suite 950, Miami, Florida 33131. The initial corporate address of this corporation is 950 Perrine Avenue, Miami, FL 33157.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have **THREE (3)** Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than **THREE (3)**. The names and addresses of the initial Directors are:

NAME

Grisel Alonso

Enrique Alonso, Jr.

Elena Hernandez

ADDRESS

7981 SW 35 Terr

Miami, FL 33155

7981 SW 35 Terr

Miami, FL 33155

1730 Pizarro Street

Coral Gables, FL 33134

This Document Prepared By:
RODRIGUEZ, FERNANDEZ & LOPEZ-GARCIA
Jorge R. Rodriguez, Esq.
777 Brickell Avenue, Suite 950
Miami, FL 33131
(305) 358-7600
FL Bar No. 378747

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TALLAHASSEE, FLORIDA

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ARTICLE VII-BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person signing these articles is Fernando Hernandez, Esq., whose address is 777 Brickell Avenue, Suite 950, Miami, Florida 33131.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 8TH day of FEBRUARY, 1996.


Fernando Hernandez, Esq.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 8TH day of FEBRUARY, 1996.

By: 
Fernando Hernandez, Esq.

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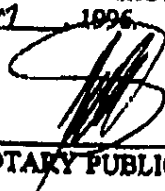
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STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared **Fernando Hernandez, Esq.**, personally known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of **Pool-Rite II, Inc.**, a Florida Corporation, and acknowledged before me that he executed those Articles of Incorporation and who took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9 day of FEBRUARY, 1996.


 NOTARY PUBLIC

My commission expires on:


 OFFICE OF THE
 CLERK OF THE
 COUNTY OF DADE
 MIAMI, FLORIDA

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FILED