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FILED

96 MAR 18 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 884634 81294A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 18, 1996

ORDER TIME : 9:26 AM

ORDER NO. : 884634

CUSTOMER NO: 81294A

CUSTOMER: Layne Verebay, Esq
FREEDMAN & VEREBAY, P.A.

190 N.e. 199th St., Suite 204

N. Miami Beach, FL 33179

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-03/18/96--01098--002
*****70.00 *****70.00

DOMESTIC FILING

NAME: HAPPY POOL SUPPLIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: _____

RECEIVED
96 MAR 18 AM 11:07
DIVISION OF CORPORATION

3-18-96
KH

ARTICLES OF INCORPORATION

OF

HAPPY POOL SUPPLIES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is:
HAPPY POOL SUPPLIES, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

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 State of Florida. The principal place of business is:

1514 N.E 205th Street
Miami, FL 33179

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock of one class only with a par value of one dollar (\$1.00) per share.

The consideration to be paid for each share shall be payable in lawful money or property, labor or service.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V - RESIDENT AGENT AND INITIAL RESIDENT OFFICE

The Resident Agent and the street address of the initial Resident Office of this corporation in the State of Florida shall be:

LAYNE VEREBAY
190 N.E. 199th Street, Suite 204
North Miami, Florida 33179

The Officers of this corporation may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VI - BOARD OF DIRECTORS

The number of members of the initial Board of Directors shall be one. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The name and address of initial Director is:

Victor Fermin
1514 N.E. 205th Street
Miami, FL 33179

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of this corporation are:

President:

Victor Fermin
1514 N.E 205th Street
Miami, FL 33179

Vice President:

Cristina Fermin
1514 N.E 205th Street
Miami, FL 33179

Treasurer:

Victor Fermin
1514 N.E 205th Street
Miami, FL 33179

Secretary:


Cristina Fermin
1514 N.E 205th Street
Miami, FL 33179

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

Victor Fermin
1514 N.E 205th Street
Miami, FL 33179

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
15 day of March, 1996.



Victor Fermin, President, Treasurer
and Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared VICTOR FERMIN to me known to be the person described in and who executed the foregoing articles of incorporation, and acknowledges before me that said person subscribed to those articles of incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 15 day of March, 1996.

OFFICIAL NOTARY SEAL
LAYNE VEREBAY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC284117
MY COMMISSION EXPIRES: 11/13/97



NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

ACCEPTANCE OF APPOINTMENT AND
AGREEMENT TO ACT AS RESIDENT AGENT FOR
HAPPY POOL SUPPLIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, LAYNE VEREBAY, have been nominated to act in the capacity of RESIDENT AGENT, to the above named Florida Corporation, and to accept service of process and other legal process on behalf of the said corporation, and do agree to serve in that capacity until further notice is served upon the Secretary of State.

My address for which service can be effected is:

190 N.E. 199th Street
Suite 204
North Miami, Florida 33179

ACCEPTED this 16 day of March, A.D. 1996.



LAYNE VEREBAY