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March 21, 1996

State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

10000017515271  
-03725235--01073--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: MR. CLEAN POOL CHEMICAL, INC.

Dear Sir or Madam:

Enclosed please find executed Certificate of Incorporation and a Certificate Designating a Resident Agent for a new corporation in the name of Mr. Clean Pool Chemical, Inc.

Also enclosed is our check in the amount of \$70.00 to cover the charge for filing same.

If all is in order, please process these documents and forward the State's Certificate of Incorporation to the undersigned at your earliest convenience.

Thank you for your cooperation.

Sincerely,

  
WILLIAM J. MODAFFARI

5520 S.W. 55 Avenue  
Davie, FL 33314  
Tel: (954) 587-9803

70 30  
MAR 23 PM 2:50  
TALLAHASSEE, FLORIDA

SN MAR 29 1996

CERTIFICATE OF INCORPORATION  
OF  
MR. CLEAN POOL CHEMICAL, INC.

RECORDED  
JAN 25 1950  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida; and further do agree to do the following conditions of said corporation.

ARTICLE I: NAME

The name of this corporation is:

Mr. Clean Pool Chemical, Inc.

ARTICLE II: NATURE OF BUSINESS

The general nature of the Business to be transacted by this corporation is to do all things which natural persons might or could lawfully do in the premises as follows:

1. To conduct the business of general contractor or sub-contractor in the maintenance and repair, cleaning and servicing of commercial and residential swimming pools and spas and to carry on the business in any of the allied fields thereof.
2. To contract debts and borrow money, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of the corporate indebtedness as required.
3. To carry on any lawful business necessary or incidental to the attainment of the objects enumerated in these Articles of Incorporation.
4. To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property and licenses, in the State of Florida and in all other states and countries.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock,

each having no par value. The capital stock may be paid for in property, labor, or services at a just valuation to be fixed by the incorporators or the directors. The stock shall be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

#### ARTICLE V: TERMS OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

#### ARTICLE VI: ADDRESS

The initial post office address of this corporation in the State of Florida is:

5520 S.W. 55 Avenue  
Davie, Florida 33314

The Board of Directors may from time to time move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America and foreign countries as may from time to time be authorized by the Board of Directors.

#### ARTICLE VII: DIRECTORS

This corporation shall have not less than two (2) directors initially. The number of directors may be increased from time to time as the stockholders desire, in accordance with the by-laws hereof, but at no time shall there be a number less than two.

#### ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

The names and post office address of the First Board of Directors and Officers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>	<u>OFFICE ADDRESS</u>
WILLIAM J. MODAFFARI	5520 S.W. 55 Avenue Davie, FL 33314	PRESIDENT	5520 S.W. 55 Avenue Davie, FL 33314
VICKI L. MODAFFARI	5520 S.W. 55 Avenue Davie, FL 33314	SECRETARY/ TREASURER	5520 S.W. 55 Avenue Davie, FL 33314
WILLIAM J. MODAFFARI	5520 S.W. 55 Avenue Davie, FL 33314	DIRECTOR	5520 S.W. 55 Avenue Davie, FL 33314
VICKI L. MODAFFARI	5520 S.W. 55 Avenue Davie, FL 33314	DIRECTOR	5520 S.W. 55 Avenue Davie, FL 33314

ARTICLE IX: SUBSCRIBERS

The name and post office address of each subscriber to these articles of incorporation, the number of shares of stock are agreed to take, and the value of the on consideration paid thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT PAID</u>
WILLIAM J. MODAFFARI	5520 S.W. 55 Avenue Davie, FL 33314	50	none
VICKI L. MODAFFARI	5520 S.W. 55 Avenue Davie, FL 33314	50	none

ARTICLE X: AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21<sup>st</sup> day of MARCH, 1996.

  
WILLIAM J. MODAFFARI

  
VICKI L. MODAFFARI

STATE OF FLORIDA )  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared;


WILLIAM J. MODAFFARI and VICKI L. MODAFFARI

to be known to be the persons described as subscribers in and who executed the foregoing articles of incorporation, and they acknowledged before me that they subscribed to those articles of incorporation.

WITNESS my hand and official seal this 21<sup>st</sup> day of MARCH, 1996.



LINDA RUSSO  
COMMISSION # CC 431770  
EXPIRES JAN 4, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public - State of Florida  
at Large

My Commission Expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST, THAT MR. CLEAN POOL CHEMICAL, INC. DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITHIN ITS PRINCIPAL PLACE  
OF BUSINESS AT THE CITY OF DAVIE, COUNTY OF BROWARD, STATE OF FLORIDA, HAS  
NAMED VICKI L. MODAFFARI, LOCATED AT 5520 S.W. 55 AVENUE, DAVIE, FL 33314,  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE: William J. Modaffari  
WILLIAM J. MODAFFARI, Corporate Officer

TITLE: PRESIDENT

DATE: MARCH 21, 1996

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.

SIGNATURE: Vicki L. Modaffari  
VICKI L. MODAFFARI, Registered Agent

DATE: MARCH 21, 1996