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5/28/96
TO: DIVISION OF CORPORATIONS
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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MIAMI FL 33166-
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0400 NW 53RD ST
FABRIK (MAY AGENT), INC.

((H96000007470))
NAME: AQUAPRO POOL SUPPLIES, INC.
FAX AUDIT NUMBER: H96000007470
DATE REQUESTED: 05/28/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$122.50
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
CURRENT STATUS: REQUESTED
TIME REQUESTED: 14:45:18
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 071001002335

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05/28/08 10:40 F1. Dept. of State pi /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 28, 1996

FAS-T CORP. AGENTS, INC.

MIAMI, FL

SUBJECT: AQUAPRO POOL SUPPLIES, INC.
REF: W96000011293

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Loria Poole
Corporate Specialist

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H96000007470

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(904) 493-0001

96 MAY 30 PM 12:25

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ARTICLES OF INCORPORATION

OF

AQUAPRO POOL SUPPLIES, INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, and under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit, it is:

ARTICLE I

The name of the corporation shall be:

AQUAPRO POOL SUPPLIES, INC.

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 7500 shares of common stock, and which common stock ~~shall have no par value~~ - (shall have a par value of \$ 1.00 per share). All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement amongst the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein. The By-Laws may provide for cumulative voting by stockholders at all elections of the directors of the corporation.

Prepared by: Sergio De Varona
8260 W. Flagler St. Ste. #1L
Miami, FL 33144
(305) 551-9795

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ARTICLE V

The amount of capital with which the corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office and registered/principal offices of the corporation in the State of Florida shall be 9740 S.W. 84th Street Miami, FL 33173. The Board of Directors may from time to time move the principal offices to any other address within the State of Florida. The registered agent is Jorge Marquez. Address 9740 S.W. 84th St. Miami, FL 33173

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of no less than (1) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

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ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

| <u>NAME</u> | <u>TITLE</u> | <u>ADDRESS</u> |
|------------------|-------------------------------|--|
| Jorge Marquez | President & Treasurer | 9740 S.W. 84th Street Miami, FL 33173 |
| Mercedes Marquez | Vice President & Secretary | 9740 S.W. 84th Street Miami, FL 33173 |

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

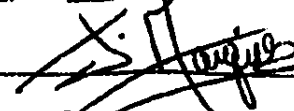

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> | <u>CASH VALUE</u> |
|------------------|-------------------------------|---------------|-------------------|
| Jorge Marquez | President & Treasurer | 250 | \$250.00 |
| Mercedes Marquez | Vice President & Secretary | 250 | \$250.00 |

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under §1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefit thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this

24th day of May, 1966.


 _____ (SEAL)

 _____ (SEAL)
 _____ (SEAL)

State of Florida:
County of DADE

H96000007470

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 46.091, Florida Statutes:

AQUAPRO POOL SUPPLIES, INC.
a corporation organized (or organizing) under the laws of the State of FLORIDA with its principal office at 9740 S.W. 84th STREET in the City of MIAMI, County of DADE State of FLORIDA has named JORGE MARQUEZ, located at 9740 S.W. 84th STREET

City of MIAMI, County of DADE
State of Florida, as its agent to accept service of process within this state.

| OFFICERS: NAME | TITLE | SPECIFIC ADDRESS |
|-------------------------|-------|---|
| <u>JORGE MARQUEZ</u> | (P) | <u>9740 S.W. 84th ST. MIAMI, FL 33173</u> |
| <u>MERCEDES MARQUEZ</u> | (S) | <u>9740 S.W. 84th ST. MIAMI, FL 33173</u> |
| <u>JORGE MARQUEZ</u> | (T) | <u>9740 S.W. 84th ST. MIAMI, FL 33173</u> |
| <u>MERCEDES MARQUEZ</u> | (V) | <u>9740 S.W. 84th ST. MIAMI, FL 33173</u> |
| DIRECTORS: | | |
| <u>JORGE MARQUEZ</u> | | <u>9740 S.W. 84th ST. MIAMI, FL 33173</u> |
| <u>MERCEDES MARQUEZ</u> | | <u>9740 S.W. 84th ST. MIAMI, FL 33173</u> |
| | | |
| | | |

By: [Signature]
(Corporate Officer)

ACCEPTANCE:

I agree as Resident Agent to accept Service in Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service in process at the above Florida designated address) in some conspicuous place in the office as required by Law.

[Signature]
(Resident Agent)