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A
(((H96000008440))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
PE DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136- 9-0000
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FAX: (904) 922-4000 PHONE: (305) 541-3894
FAX: (305) 541-3770
(((H96000008440))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PEGASUS POOL AND SPA, INC.
FAX AUDIT NUMBER: H96000008440 CURRENT STATUS: REQUESTED
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ARTICLES OF INCORPORATION
OF
PEGASUS POOL AND SPA, INC.

CHERYL MCCARTHY, the undersigned to these Articles of Incorporation, who is a natural person, competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be PEGASUS POOL AND SPA, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes: Pool supply and service business and for any other purposes allowed under the laws of the State of Florida, and the laws of the United States.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The initial street address and the principal office of this corporation is 10463 Southern Blvd., Royal Palm Beach, Florida 33441. The Board of Directors may from time to time move the principal office to any other address.

Richard J. Monescalchi, Esq., 6894 Lake Worth Road, Suite 203
Lake Worth, Florida 33467 Bar No. 386812
(407)968-7877

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ARTICLE V**DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time in accordance with the procedure specified in the corporation's By-Laws. The number of directors shall never be fewer than one. The name and address of the initial directors of this corporation are:

NameAddress

Cheryl McCarthy

8215 Pinetree Lane
West Palm Beach, FL 33406**ARTICLE VI****INCORPORATORS**

The name and address of the incorporator signing these Articles of Incorporation is:

NameAddress

Cheryl McCarthy

8215 Pinetree Lane
West Palm Beach, FL 33406**ARTICLE VII****REGISTERED AGENT**


The initial designation of the registered office of this corporation shall be at 10463 Southern Blvd., Royal Palm Beach, Florida 33441, and the Registered Agent shall be Cheryl McCarthy.

Pursuant to Florida Statutes, having been named to accept process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby

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accept and agree to act in this capacity and agree to comply with all the provisions of said Statutes relative to the proper and complete performance of my duties.


Cheryl McCarthy

ARTICLE VIII CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of stock at ONE AND NO/100 (\$1.00) DOLLAR par value, which stock shall be designated in "common shares".

ARTICLE IX CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes, by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate at the meetings of the Board of Directors as provided by law, by means of conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

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ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended in the manner as provided by law. The corporation reserves the right to amend or repeal any provisions contained herein or any amendment hereto.

IN WITNESS WHEREOF, I, the Incorporator of the above named corporation, have set my hand and seal this 15 day of June, 1996.


Cheryl McCarthy

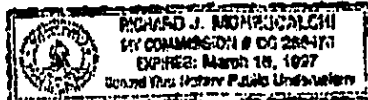
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County last aforesaid to take acknowledgements, personally appeared CHERYL MCCARTHY, known to me to be the person described as an incorporator in, and who executed the foregoing Articles of Incorporation and that she acknowledged before me that she subscribed to these Articles of Incorporation.

15 WITNESS my hand and official seal in the State and County last aforesaid this day of June, 1996.

My Commission Expires:


Notary Public



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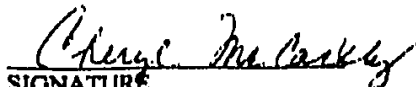
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Pegasus Pool and Spa, Inc.
2. The name and address of the registered agent office is:

Cheryl McCarthy
10463 Southern Blvd.
Royal Palm Beach, FL 33441



SIGNATURE
TITLE: President
DATE: 6-15-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER, AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



SIGNATURE
DATE: 6-15-96

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