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JACK D. HENDREN, P.A.

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June 20, 1996

Florida Department of State  
Division of Corporations  
ATTN: New Filings Section  
P. O. Box 6327  
Tallahassee, FL 32314

000001879910  
-07/01/96--01006--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: New Filing Section

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for OCEANIA POOL & SPA SUPPLIES, INC., INC. and check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Please return a certified copy of the Articles of Incorporation at your earliest convenience.

Sincerely,

  
Denise H. Ryder

96 JUN 28 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

GB 7/2/96

ARTICLES OF INCORPORATION  
OF

OCEANIA POOL & SPA SUPPLIES, INC.

FILED

96 JUN 28 AM 8:49

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby organizes and incorporates for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida, and especially under and by virtue of "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES," for the transaction of business with and under the following charter:

ARTICLE I - NAME

The name of the corporation is: OCEANIA POOL & SPA SUPPLIES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The Principal Place of Business is: 1015-B S. Florida Avenue, Rockledge, Florida 32955.

ARTICLE III - COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of filing of the Articles of Incorporation with the Secretary of the State of Florida and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all activity or business permitted under the laws of the United States for which a corporation may be organized under "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES," as may from time to time be amended.

#### ARTICLE V - STATED CAPITAL

The amount of the total authorized capital stock of the corporation shall be one hundred (100) shares of common stock having a nominal par value of one dollar (\$1.00) per share.

The shares of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

#### ARTICLE VI- BOARD DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

This corporation shall have one (1) director initially. The number of directors of this corporation shall be increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than one (1).

The name and post office address of the first Board of Directors, subject to the provisions of the Certificate of Incorporation, the By-Laws of this corporation, and "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES," who shall hold office until the first meeting of shareholders of said corporation or until the successors are elected and qualify shall be:

DIRECTORS

POST OFFICE ADDRESS

JACK D. HENDREN, ESQ. 1015-B S. Florida Avenue  
Rockledge, FL 32955

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator of these Articles of  
Incorporation is:

JACK D. HENDREN, ESQ. 1015-B S. Florida Avenue  
Rockledge, FL 32955

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the  
corporation is: 1015-B S. Florida Avenue, Rockledge, FL 32955, and  
the name of the initial registered agent of the corporation at that  
address is: JACK D. HENDREN, ESQ.

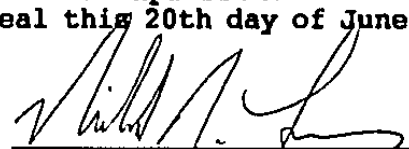
IN WITNESS WHEREOF the undersigned as Incorporator hereby  
executes these Articles of Incorporation this 20th day of June,  
1996.

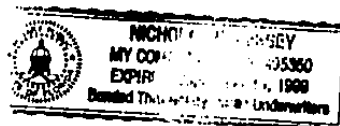
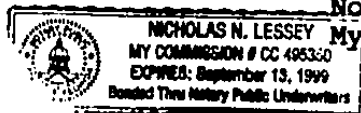
  
\_\_\_\_\_  
JACK D. HENDREN, ESQ., Incorporator

STATE OF FLORIDA  
COUNTY OF BREVARD

Before me, the undersigned authority, an officer duly  
authorized to administer oaths and take acknowledgments, personally  
appeared JACK D. HENDREN, ESQ., known to me and known by me to be  
the persons who executed the foregoing articles of incorporation,  
and they acknowledged before me that they executed the same freely  
and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of June, 1996,  
at Cocoa, Florida.

  
\_\_\_\_\_  
Notary Public  
My commission expires:



ACCEPTANCE

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 provisions 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.

  
\_\_\_\_\_  
JACK D. HENDREN, ESQ.  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

96 JUN 28 AM 8:50

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