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FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: HERCULES POOLS, INC.

AUDIT NUMBER.....H96000012310

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1996

FAS-T CORP.

SUBJECT: HERCULES POOLS, INC.
REF: W96000018498

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FAX Aud. #: H96000012318
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**ARTICLES OF INCORPORATION
OF
HERCULES POOLS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FILED
96 SEP -4 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation is

HERCULES POOLS, INC.

EFFECTIVE DATE
8-28-96

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The initial street address of the principal office of this corporation is to be at 9751 S.W. 16 TERRACE, MIAMI, FLORIDA 33165.

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE V - REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **HERCULES POOLS, INC.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, has named **ROLANDO GONZALEZ** located at 9751 S.W. 16 TERRACE, MIAMI, FLORIDA 33165 as its agent to accept service of process within this State.

Prepared by: A.M. ROJAS, P.A.
9500 S. Dadeland Blvd., Suite 705
Miami, FL 33156
(305) 670-9270

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ARTICLE X - OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

ROLANDO GONZALEZ
President

9751 S.W. 16 TERRACE
MIAMI, FLORIDA 33165

FILED
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CLERK OF STATE
MIAMI, FLORIDA

ARTICLE XI INCORPORATOR

The name and street address of the incorporator to Articles of Incorporation is:

ROLANDO GONZALEZ

9751 S.W. 16 TERR.
MIAMI, FLORIDA 33165

ARTICLE XII EFFECTIVE DATE

These Articles of Incorporation shall be effective on August 28, 1996

Date of execution and acknowledgment.

ARTICLE XIII 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 entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on this

26 day of August, 1996


ROLANDO GONZALEZ

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ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Registered agent


ROLANDO GONZALEZ**ARTICLE VI. TERM OF EXISTENCE**

This corporation is to exist perpetually.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rated share thereof at the price at which it is offered to others.

ARTICLE VIII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE IX. DIRECTORS

This corporation shall have one director, initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

The name and street address of the initial member of the Board of Directors is:

ROLANDO GONZALEZ
Director

9751 S.W. 16 TERRACE
MIAMI, FLORIDA 33165

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