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Secretary of State
Corporations Division
P.O. Box 6327
Tallahassee, FL 32314

February 12, 1997
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*****70.00 *****70.00

Attention: Dana Calloway

RE: W97000003249
Re-submission of Articles
Changed Name: Baires Pool Care, Inc.

Enclosed is: (1) copy of your letter of Feb 10
(2) Copy of original fax cover sheet
(3) Revised Articles of Incorporation and the Acceptance of
Designation as Registered Agent for the Corporation named
above.
(4) My check for \$70.00 to cover the Registered Agent and
filing fees. Please do NOT charge my Electronic Access
account.

Please prepare a receipt for this corporation, and return it
and the Charter number to this office at your convenience.
Neither a certified copy of the Articles nor a Cert. Of Good
Standing is necessary.

Thank you for your assistance in this matter.

Very Truly Yours,


MATT WEINSTEIN

Max

Incl: Articles, Designation, check, cover letter

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

2/26



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1997

MATT WEINSTEIN

SUBJECT: A-CLEARWATER POOL SERVICE, INC.
REF: W97000003249

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H97000002319
Letter Number: 997A00006880

Articles of Incorporation of Baires Pool Care, Inc.

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TALLAHASSEE FLORIDA

Article I - Name

The name of this Corporation is:
Baires Pool Care, INC.

Article II - Principal Office and Mailing Address

The principal office and mailing address of the Corporation shall be:
13925 South Biscayne River Dr., Miami, FL 33161

Article III - Duration

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles.

Article IV - Purpose

This Corporation is organized for the purpose of engaging in the provision of services; in the import, export, purchase and sale of wholesale and retail goods and in any business permitted by law.

Article V - Powers

The Corporation shall have all the Corporate Powers enumerated in the Florida General Corporations Act, Florida Statutes, Chapter 607, et. seq.

Article VI - Capital Stock

This Corporation is authorized to issue three hundred shares of no par value common stock. Said stock shall be issued pursuant to a plan under §1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said Stock shall be payable in cash, services or property other than stock or securities in lieu of cash at a just valuation to be determined by the Board of Directors.

Article VII - Preemptive Rights

Every shareholder, upon the sale of any new stock of this Corporation of the same class or series as that which he already holds, shall have the right to his Pro-rata share thereof as nearly as may be done without the issuance of fractional shares at the price and under terms which said new shares are offered to others, said rights to be limited only as set forth in F.S. 607.0630.

Article VIII - Rights of Shareholders

All Corporate powers shall be exercised by or under the authority of the Shareholders and the business and affairs of the Corporation may be managed by the Shareholders. Except as otherwise provided by law, the entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article IX - Initial Registered Office and Agent

The Street Address of the Initial Registered Office of this Corporation is:

13925 South Biscayne River Dr., Miami, FL 33161

The initial Registered Agent of the Corporation at that address is:

DANIEL ANTONIO MORETTI

Article X - Incorporators

The name and address of the persons signing these Articles of Incorporation are:

MARIO MARCOS MORETTI, 1470 N.E. 123d St., No. Miami, FL 33161

DANIEL ANTONIO MORETTI, 13925 South Biscayne River Dr., Miami, FL 33161

Article XI - Bylaws

The Corporation may adopt Bylaws. The sole power to adopt, amend or repeal Bylaws shall be vested in the Shareholders.

Article XII - Amendment

This Corporation reserves the right to amend or repeal, in the manner provided by law, the provisions contained in these Articles or any Amendments thereto, and any rights conferred upon Shareholders is subject to this reservation.

IN WITNESS WHEREOF the Undersigned Incorporators have executed these Articles of Incorporation this 12 day of February, 1997, at South Miami, in the County of Dade and State of Florida.



INCORPORATOR, MARIO MARCOS MORETTI



INCORPORATOR, DANIEL ANTONIO MORETTI

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared: MARIO MARCOS MORETTI and DANIEL ANTONIO MORETTI who are personally known to me or who produced the following identification: *Fl. Dr. Lic.*

and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed same for the purposes therein expressed.

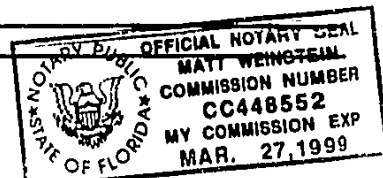
WITNESS my hand and seal this 12 day of February, 1997.



NOTARY PUBLIC, State of Florida

comm # _____

print name of notary: _____



ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

The Undersigned hereby accepts Designation as the Initial Registered Agent of Baires Pool Care, INC.

I understand that I shall remain as Registered Agent until I have either resigned or a successor has been appointed by the Corporation and that no such resignation or succession is effective until both the Corporation and the Secretary of State of Florida have been notified in the manner required by law. I understand that as Registered Agent I am required to be available at the Registered Office of the Corporation during normal business hours for receipt of Process and for such other purposes as required by Florida Statutes.

Signed this 12 day of February, 1997.


REGISTERED AGENT, DANIEL ANTONIO MORETTI

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