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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: B.H. POOLS, INC.

AUDIT NUMBER.....H97000004466

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

CERT. OF STATUS..0

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3/17/97

CERTIFICATE OF INCORPORATION
OF

H97000004466

B.H. POOLS, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be: B.H. POOLS, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida and:

(a) To Engage in pool servicing

and to do any and all things necessary for the carrying out of this business or any sidelines thereto.

(b) To purchase or acquire by gift, devise, bequest, or otherwise, and to hold, own, use, lease, mortgage, pledge, sell, convey, assign, transfer, exchange or otherwise dispose of property of every nature and description, real, personal and mixed, or any right or interest therein, without limit as to amount, within or without the State of Florida.

(c) To acquire its own bonds or other obligations or shares of its Capital Stock and to resell or otherwise dispose of the same from time to time to such extent and in such manner and upon such terms as the Board of Directors may determine.

George B. Grosheim
1210 S.E. 5th Street
Deerfield Beach, Florida 33441
FAX (954) 429-1588
PHONE: (954) 481-9844

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(d) To enter into, make and perform contracts of every nature, sort and description, which may be necessary or convenient to the carrying out of this business, with any person, firm, association, corporations, municipality, body politic, county, state or government or dependency agency thereof.

(e) To create, construct, develop, operate, plan and produce any and all types, forms and kinds of advertising media of whatsoever kind and nature or promotion of sales, development of any product or products or any part thereof, without restrictions or limit as to amount in any State of the United States or elsewhere.

(f) To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided that the same be not contrary with the laws under which the corporation is organized.

(g) To do all and everthing necessary or proper for and in general the carrying on of any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed thereunder and to do any and all of the things herein above set forth as principle, agent or otherwise, either alone or in conjunction with others and in any part of the world.

ARTICLE III

STOCK

The authorized Capital Stock of this Corporation shall consist of 100 shares of common stock of \$1.00 par value per share which shall be issued for such consideration as may be fixed by the Board of Directors of the Corporation.

ARTICLE IV

CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than \$ 100.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved by law.

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ARTICLE VI

PRINCIPAL OFFICE

The registered and principal place of business of this corporation shall be at 550 S.E. 2nd Avenue, #G7, Deerfield Beach, Fla. 33441 and the Registered Agent at this place of business will be with the privilege of having ^{Jose Maria Carlos} branch or other offices at other places within or without the State of Florida or elsewhere.

ARTICLE VII

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of 1 person(s).

ARTICLE VIII

DIRECTORS

The name and address of the members of the first Board of Directors who shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified is as follows:

NAME:	OFFICE:	PO/ADDRESS:
Jose Maria Carlos.	Pres/Director	550 S.E. 2nd Avenue, #G7 Deerfield Beach, Fla. 33441

ARTICLE IX

SUBSCRIBERS

The name and post office address of each subscriber to this Certificate of Incorporation and a statement of the number of shares subscribed for by each are as follows:

NAME:	ADDRESS:	NO. OF SHARES:	VALUE:
Jose Maria Carlos	550 S.E. 2nd Ave., #G7 Deerfield Beach, Fla. 33441	100	\$100.00

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ARTICLE X

SPECIAL PROVISIONS

(a) No contract or other transaction between the corporation and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Directors or Officers of the corporation, is, or are interested in, or are directors or officers of such other corporation, and any director, individually or jointly, may be a part or parties to, or may be interested in such contract or transaction of the corporation, with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or officer of the corporation is a person or party to or are interested in such issue or contract, act or transaction, or is in any way connected with the corporation for the benefit of himself or any firm, association or corporation in which he may be interested, and any director of the corporation and such subsidiary or controlled corporation.

(b) The corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation in the manner now or hereafter prescribed by Statute and all rights conferred upon stockholders are subject to this reservation.

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IN WITNESS WHEREOF, WE, the undersigned, being all of the original subscribers to the Capital Stock hereinabove named, have hereunto set our hands and seals the _____ day of _____ March 1997 A.D. at Deerfield Beach, Florida.

Jose Maria Carlos

Jose Maria Carlos Pres.

STATE OF FLORIDA)
COUNTY OF BROWARD)SS

BEFORE ME, an officer duly authorized to administer oaths and acknowledgements, in the State and County aforesaid, personally appeared Jose Maria Carlos

to me well known to be the persons who executed the above and foregoing Certificate of Incorporation of

and acknowledged before me, according to law, that they made and subscribed to the same for the uses and purposes therein mentioned, stated and set forth.

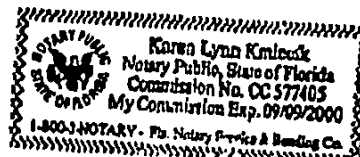
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of March 1997 A.D.

Karen Lynn Kmiecik
NOTARY PUBLIC

Karen Lynn Kmiecik

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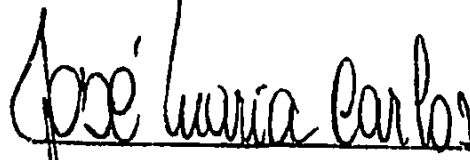
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

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

First, that B.H. POOLS, INC. desiring to organize under the laws of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Deerfield Beach Florida, hereby designates Jose Maria Carlos as its agent to accept service of process for the above stated corporation, at 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.


Jose Maria Carlos

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