| MIAMI, FLORIDA City/State/Zip LOCAL REPRESENT | Ent DUFRIC, I) Contram Out Address 33174 (305) 552-5973 Phone # CATIVE TALLAHASSEE IE(S) & DOCUMENT NUMBER(S) | 700021533776 -04/24/9701037006 ****122.50 Office Use Only 5), (if known): |
|--|--|---|
| 2. (Corporation 3. (Corporation 4. (Corporation Walk in Pi | n Name) (Document # | 97 APR 21 PH |
| NEW FILINGS Profit NonProfit Limited Liability Domestication Other OTHER FILINGS Annual Report Fictitious Name Name Reservation | AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION Foreign Limited Partnership Reinstatement Trademark Other | 97479 25 1119 149 11110 111 11 11110 1149 |
| CR2E031(1/95) | | Examiner's Initials |

97 APR 24 PH 3: 17 SECRETARY OF STATE TALLAHASSEF FLORIDA ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

OCEANA POOL AND SPA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

12329 S.W 10st PEMBROKE PINES FLORIDA 33025.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

50%-50%.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

NATHALIE AVENDANO 12329 S.W. 10 ST. PEMBROKE PINES, FL 33025

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

MICHAEL NUNEZ / 12329 S.W 10st PEMBROKE PINES FL, 33025 NATHALIE AVENDANO / 12329 S.W 10st PEMBROKE PINES FL,33025

ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

(P) MICHAEL NUNEZ / 12329 S.W 10st PEMBROKE PINES FL, 33025.

(VP) NATHALIE AVENDANO / 12329 S.W 10st PEMBROKE PINES FL, 33025.

| i ne undersigned | incorporator(s | s) has(have) executed these Articles of Incorporation this |
|------------------|----------------|--|
| 22 | day of _ | APRIL , 19 <u>97</u> . |
| | | The shoe of the |
| | | Signature |
| | | Signalure |
| | | Signature |

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: OCEANA POOLS AND SPA, INC. | | |
|----|---|--|--|
| | | | |
| 2. | The name and address of the registered agent and office is: | | |
| | NATHALIE AVENDANO (NAME) | | |
| | 12329 S.W. 10 ST. (P.O. BOX NOT ACCEPTABLE) | | |
| | PEMBROKE PINES, FL 33025 (CITY/STATE/ZIP) | | |

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.

SIGNATURE OF APRIL 22, 1997.

DATE APRIL 22, 1997.