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TRANSMITTAL LETTER

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

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-05/21/97--01097--004
****122.50 ****122.50

SUBJECT: HORIZON POOLS & SPAS'S, INC.

Enclosed is an original and one(1) copy of the articles of
incorporation and a check for:

\$122.50 Filing Fee and Certified Copy

FROM: GILBERT TAX SERVICE, INC.

7330 S.W. 12TH Street
Miami, FL 33144

(305) 264-3712

FILED
97 MAY 15 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

HORIZON POOLS & SPA'S, INC.

ARTICLE II PRINCIPAL OFFICE

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

13709 S.W. 149th Circle Lane, Unit 2,
Miami, FL 33196

ARTICLE III SHARES

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

100 shares \$1.00 each

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

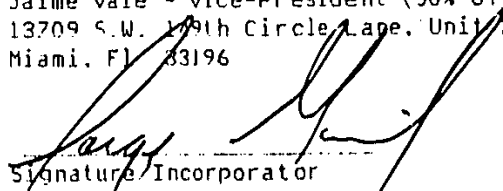
Jorge Garcia
13709 S.W. 149th Circle Lane, Unit 2,
Miami, FL 33196

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Jorge Garcia - President (50% of shares)
13709 S.W. 149th Circle Lane, Unit 2,
Miami, FL 33196

Jaime Vale - Vice-President (50% of shares)
13709 S.W. 149th Circle Lane, Unit 2,
Miami, FL 33196


Signature Incorporator

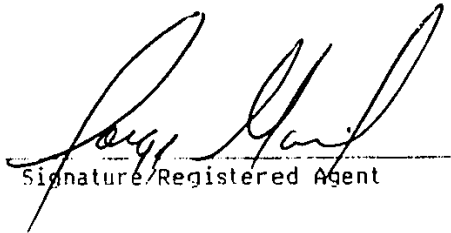

Date 5/12/97

FILED

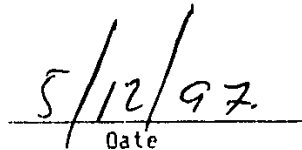
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Registered Agent



Date