

6/02/97

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ALL ABOUT POOLS & SPAS, INC.

AUDIT NUMBER.....H97000009037

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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JUN 3 1997

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**ARTICLES OF INCORPORATION
OF**

All About Pools & Spas, Inc.

The Undersigned Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

All About Pools & Spas, Inc.

The address of the corporation is:

10 Fairway Drive, Suite 305
Deerfield Beach, Florida 33441

County of Broward

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FLORIDA

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in or transacting any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of ONE DOLLAR (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

PREPARED BY:
Gerald K. Barton, Esquire
Florida Bar No. 205354
Gerald K. Barton, P.A.
10 Fairway Drive, Suite 305
Deerfield Beach, Florida 33441
Telephone: (954) 428-4166

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent is:

Gerald K. Burton, Esq.
Gerald K. Burton, P.A.
10 Fairway Drive, Suite 305
Deerfield Beach, Florida 33441
County of Broward

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name(s) and address(es) of director(s) are as follows:

Gerald K. Burton
111 Lake Emerald Drive, Apt 407
Ft. Lauderdale, Florida 33309-6238

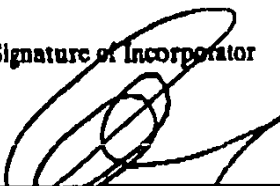
ARTICLE VII - INCORPORATORS

The name and address of the undersigned incorporator to these Articles of Incorporation is as follows:

Gerald K. Burton, Esq.
10 Fairway Drive, Suite 305
Deerfield Beach, Florida 33441

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this Second day of June, 1997.

Signature of Incorporator



Gerald K. Burton, Esq.

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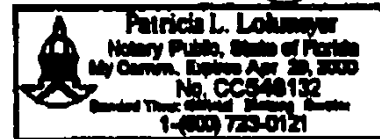
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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

THE FOREGOING instrument was acknowledged and sworn to before me this 2nd day
June, 1997, by Gerald K. Burton, Esq., Incorporator of All About Pools & Spas, Inc., who is
personally known to me or who has provided the following identification: _____


Notary Public

My Commission Expires:



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H 9700009037 **CERTIFICATE DESIGNATING**

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

All About Pools & Spas, Inc.

2. The name and address of the registered agent and office is:

Gerald K. Burton, Esq.
Gerald K. Burton, P.A.
10 Fairway Drive, Suite 305
Deerfield Beach, Florida 33441
County of Broward

Signature of Incorporator

Date

6/2/97

Gerald K. Burton, Esq.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature of Registered Agent

Date

6/2/97

Gerald K. Burton, Esq.

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