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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PERFORMANCE CHEMICAL GROUP, INC.

AUDIT NUMBER.....H97000015378

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION  
OF  
PERFORMANCE CHEMICAL GROUP, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is PERFORMANCE CHEMICAL GROUP, INC.

ARTICLE II

This existence of this corporation shall be perpetual unless dissolved according to Florida law. In the event of dissolution of this corporation, all remaining assets of the corporation shall be transferred and delivered according to Florida law.

ARTICLE III

This corporation is organized for the purpose of engaging in the business of purchasing, distributing, selling, chemicals for use in water treatment of swimming pools as well as transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The address of the principal office of the Corporation is  
3780 N.E. 209 Terrace, Aventura, Florida 33180.

This instrument prepared by:  
Lisette Salazar, Esq.  
Roberta A. Salazar, U.L.P.  
80 West Washington Dr., 82,  
Key Biscayne, Fl. 33149

(305) 361-1383 14970000/537P

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#### ARTICLE V

The initial mailing address of this corporation shall be:  
3780 N.E. 209 Terrace, Aventura, Florida 33180.

#### ARTICLE VI

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

#### ARTICLE VII

The corporation shall be managed by a Board of Directors. The number of Directors, method of election and the method of removal of Directors shall be as provided in the By-laws of the corporation. The initial board of directors shall consist of two member. The name and address of the person who will serve on the initial board of directors is:

Roual Feinberg  
16445 Collins Ave.  
Miami Beach, Fl. 33160

Melvin Miller  
3780 N.E. 209 Terrace  
Aventura, Florida 33180

#### ARTICLE VIII

The corporation shall have such Officers with such duties as provided in the By-laws.

#### ARTICLE IX

The By-laws of this corporation may be adopted, altered, amended or repealed by the Directors.

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ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

ARTICLE XII

The initial street address of the Corporation's registered office is Roberts & Salazar, L.L.P., 50 West Mashta Drive, Suite 2, Key Biscayne, Florida 33149. The initial registered agent for the Corporation at that address is Norman T. Roberts

ARTICLE XIII

The names and street address of the person signing these articles of incorporation is:

Norman T. Roberts  
50 West Mashta Drive,  
Suite 2,  
Key Biscayne, Florida 33149.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of September, 1997.

  
Norman T. Roberts

ACCEPTANCE OF REGISTERED AGENT

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Having been named to accept service of process for ROME INVESTMENTS, INC. at the place designated in the Articles of

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Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

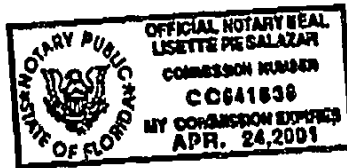
  
Norman T. Roberts

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

The foregoing instrument was acknowledged before me this 16 day of September, 1997 by Norman T. Roberts, who is personally known to me ✓ or who has produced \_\_\_\_\_ as identification.

My Commission Expires:

  
Notary Public, State of Florida



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