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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 19, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: ARTICLES OF INCORPORATION
TOTAL POOL CONCEPTS, INC.

200002299102--8
-09/22/97--01044--017
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find the original and a duplicate copy of the Articles of Incorporation for TOTAL POOL CONCEPTS, INC., together with my check in the amount of \$122.50 representing the filing and certified copy fees in this matter.

Upon approval of the enclosed, please provide me with one certified copy of the Articles.

Should you have any questions, please contact me immediately.

Very truly yours,

LEONARDO A. LOPEZ

L. LOPEZ
THIS IS THE FIRST SET OF
Lauderhill, FLA
033309

P. Hall SEP 24 1997

ARTICLES OF INCORPORATION
OF
TOTAL POOL CONCEPTS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is TOTAL POOL CONCEPTS, INC.

ARTICLE II. DURATION

This corporation is to exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any activity or business permitted under the laws of the United States and of Florida.

ARTICLE VI. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares having a par value of \$ 1.00 per share.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

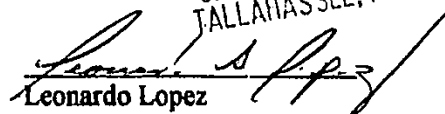
The initial principal office of the proposed corporation in the State of Florida is 7415 NW 44 Street, Apt. 1405, Lauderhill, Florida 33319, and the mailing address of the corporation is the same. The name and address of the initial registered agent is Leonardo Lopez, 7415 NW 44 Street, Apt. 1405, Lauderhill, Florida 33319.

ARTICLE VI. DIRECTORS

The number of directors constituting the initial Board of Directors of the proposed corporation is one (1) member. The name and address of each person who is to serve as a member of the initial Board of directors are:

Persuant to Section 607.164 of the Florida Statutes, I, Leonardo Lopez, accept the
designation as Registered Agent for TOTAL POOL CONCEPTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Leonardo Lopez

STATE OF FLORIDA

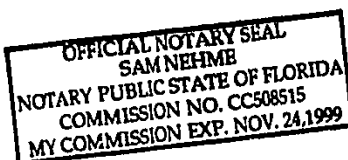
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County named above, personally appeared Leonardo Lopez, who is personally known to me or has produced a Florida Identification Card as identification and who accepted the designation of registered agent by signing the Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this 10th day of September, 1997.


Notary Public

My Comission Expires:



NAME

Leonardo Lopez

ADDRESS

7415 NW 44 Street, Apt. 1405
Lauderhill, FL 33319

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATOR

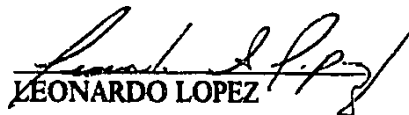
NAME

Leonardo Lopez

ADDRESS

7415 NW 44 Street, Apt. 1405
Lauderhill, FL 33319

EXECUTED by the undersigned at Lauderhill, Broward County, Florida, on
this 10th day of September, 1997.


LEONARDO LOPEZ

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized
to take acknowledgements in the State and County named above, personally appeared
Leonardo Lopez who is personally known to me or has produced a Florida Identification
Card as identification and who did not take an oath and who executed the foregoing
Articles of Incorporation.

WITNESS my hand and official seal of the County and State named above
this 10th day of September, 1997.


Notary Public

My Commission Expires:

