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OFFICE
RYAN & RYAN, P.A.

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DANIA, FLORIDA 33004-3090

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARCHIE J. RYAN, III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN

TELEPHONE (954) 820-2921
FACSIMILE (954) 821-1247

September 24, 1997

EFFECTIVE DATE

9-23-97

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Cinelli Pools, Inc.
Our File No. 15884-C

Gentlemen:

Enclosed please find the original Articles of Incorporation and Certificate Designating Registered Agent for the above-named corporation which we request you file in your official file, along with a copy of the Articles of Incorporation and Certificate Designating Registered Agent which we request you certify and return to us.

Also enclosed please find our Trust Account check number 6373, payable to Secretary of State in the sum of \$122.50, to cover the following items:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

Thank you for your assistance in this matter.

Very truly yours,


ARCHIE J. RYAN III

AJR-III:lm
Enclosures

P Hall

SEP 29 1997

ARTICLES OF INCORPORATION

OF

CINELLI POOLS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporation for profit, DO HEREBY CERTIFY AS FOLLOWS:

EFFECTIVE DATE

9-23-97

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be CINELLI POOLS, INC.

ARTICLE II

CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business of this corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including, but not limited to, building construction, the purchase, sale, development, rental and management of real estate

in the United States and foreign countries and to perform such other related activities incidental to the general purpose of this corporation, and to generally do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida upon corporation for profit.

ARTICLE IV

CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be One Thousand (1,000) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation and the street address of its corporate office shall be at 1891 North 61st Avenue, #315, Hollywood, Florida 33021, with the privilege of having branch offices at other places within or without the State of Florida, and within or without the United States of America, and

the name of its initial registered agent is DAVID CINELLI, whose address is 1891 North 61st Avenue, #315, Hollywood, Florida 33021.

ARTICLE VI

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred and 00/100th (\$500.00) Dollars.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than four (4).

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation shall be one (1) in number, and who shall hold office for the first year, or until his successors are elected and have qualified, shall be:

DAVID CINELLI
1891 North 61st Avenue, #315
Hollywood, Florida 33021

ARTICLE IX

INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

DAVID CINELLI
1891 North 61st Avenue, #315
Hollywood, Florida 33021

ARTICLE X

SPECIAL CHARTER PROVISIONS

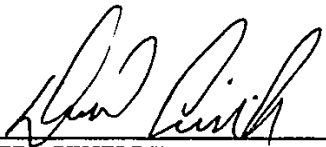
Directors and Officers of this corporation need not be
Stockholders.

ARTICLE XI

DATE OF COMMENCEMENT

The date of commencement of corporate existence of this
corporation shall be on the 23rd day of September, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on
this 23rd day of September, 1997.



DAVID CINELLI

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

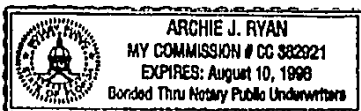
PERSONALLY APPEARED before me, the undersigned authority, duly qualified to administer oaths and take acknowledgments, DAVID CINELLI, who is personally known to me, to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dania, Broward County, Florida, this 23rd day of September, 1997.



Notary Public ARCHIE J. RYAN

My Commissions Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the
Service of Process Within This State, Naming Agent Upon Whom Process
May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091,
Florida Statutes:

CINELLI POOLS, INC.

a corporation organized (or organizing) under the laws of the State of
Florida, with its principal office at 1891 North 61st Avenue, #315, in
the City of Hollywood, County of Broward, State of Florida, has named
DAVID CINELLI, located at 1891 North 61st Avenue, #315, in the City of
Hollywood, County of Broward, State of Florida, as its agent to accept
service of process within this state.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
DAVID CINELLI	President/ Secretary/ Treasurer	1891 North 61st Avenue, #315 Hollywood, Florida 33021

DIRECTORS:

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
DAVID CINELLI	1891 North 61st Avenue, #315 Hollywood, Florida 33021

Dated this 23rd day of September, 1997.

By: 
DAVID CINELLI, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE:

I agree, as Registered Agent, to accept service of process, to keep office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.



DAVID CINELLI, Registered Agent