

PAYAS, PAYAS & PAYAS

PROFESSIONAL ASSOCIATION

Attorneys at Law

ARMANDO PAYAS
ARMANDO R. PAYAS
CARLOS E. PAYAS

Paralegals

MARIA J. MALDONADO
PAULA V. NORRIS
CARMEN S. PEÑA
ALICIA GIMENEZ

Office Manager

AUDREY L. BONILLA

Legal Assistants

ALBA B. PAYAS

Receptionist

VICTORIA ITURRIAGA

1018 East Robinson Street
Orlando, Florida 32801-2024
Telephone (407) 425-7223
Facsimile (407) 425-1254

December 3, 1997

Corporate Records Bureau
Department of State
P.O.Box 6327
Tallahassee, Florida 32314

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Attention: Division of Corporation
Document Filing Section

Re: Incorporation of Resort Pool Services of South Florida, Inc.

Dear Sir/ Madam:

I am enclosing with this letter the following documents relating to the incorporation of Resort Pool Services of South Florida, Inc.

1. The Articles of Incorporation;
2. This firm's check in the amount of \$122.50 to cover the following items: filing fee, one certified copy of the Articles of Incorporation, and certificate designating registered agent;
3. A copy of the executed Articles of Incorporation to be certified and returned.

Thank you for your assistance in this matter.

Sincerely,

Carlos E. Payas

CEP/mvi

Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -8 PM 12: 20

D. BROWN DEC - 9 1997

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

RESORT POOL SERVICES OF SOUTH FLORIDA, INC.

The undersigned subscriber to these Articles of Incorporation make, subscribe and acknowledge the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be: RESORT POOL SERVICES OF SOUTH FLORIDA , INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of the corporation shall be:

19510 N.E. 18th Court,ventura, Florida, 33179.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation shall be: Michael Mosblech, at the registered address of 19510 N.E. 18th Court, Adventura, Florida, 33179.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be one (1).

B. The number of Directors of the corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the initial members of the Board of Directors, who shall hold office until a successor is duly elected and qualified, is:

Michael Mosblech, 19510 N.E. 18th Court, Adventura, Florida 33179.

ARTICLE VIII - INCORPORATOR

The name and residence address of the subscriber of these Articles of Incorporation is the same as in Article VII above.

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders and to the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified and set forth in the By-laws.

IN WITNESS WHEREOF, the subscriber affixed his signature this 24th day of NOVEMBER, 1997.

Michael Mosblech
MICHAEL MOSBLECH

STATE OF
COUNTY OF

The foregoing Articles of Incorporation were acknowledged before me this 24th day of NOVEMBER, 1997, by Michael Mosblech, who is personally known to me, who did not take an oath and who executed the foregoing Articles of Incorporation.

James Riddle

Notary Public
My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, Michael Mosblech, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with and accepts the obligations imposed pursuant to Florida Statutes 607.325 of the Florida Professional Service Corporation Act.

Michael Mosblech
Michael Mosblech

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC - 8 PM 12: 20