

P980000019283

LAW OFFICES

HELLER & LAIKS

RICHARD J. LAIKS

MEMBER NJ, NY, DC & FLA. BARS

A PROFESSIONAL CORPORATION

77 PASSAIC AVENUE

PASSAIC, NEW JERSEY 07055-4886

(973) 777-2600

TELECOPIER (973) 777-2098

NEW YORK OFFICE

630 THIRD AVE., SUITE 1400

NEW YORK, NEW YORK 10017

(212) 989-4830

E-MAIL lawinfo@hellerlaiks.com

MURRAY A. LAIKS

(1938-1993)

AARON HELLER

(1924-1969)

PLEASE REPLY TO PASSAIC OFFICE

OUR FILE: 17234

February 20, 1998

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

300002442499--7
-02/27/98-D1047--001
****122.50 ****122.50

RE: Pooltrol Distributors, Inc.

Gentlemen:

Enclosed herein are the original and one copy of Articles of Incorporation for the above captioned proposed Florida corporation. Also enclosed is our check payable to your order in the amount of \$122.50 to cover the cost of the following:

Filing fee	\$ 35.00
Certified copy of Articles	52.50
Registered agent designation	<u>35.00</u>
	\$122.50

Please file the Articles of Incorporation and forward a certified copy to us.

Very truly yours,

Richard J. Laiks

RJL:b
Encs.

FILED
98 FEB 27 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 2/27/98

**ARTICLES OF INCORPORATION
OF
POOLTROL DISTRIBUTORS, INC.**

The undersigned incorporator hereby forms a corporation under the Florida Business Corporation Act, by delivering these Articles of Incorporation to the Department of State for filing.

ARTICLE I

Name of Corporation

The name of this corporation is: Pooltrol Distributors, Inc.

ARTICLE II

General Purpose

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

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue is 1,000 shares of common stock having a par value of \$1 per share.

ARTICLE IV

Address

The street address of the initial principal office of this corporation is:

1111 S.W. 21st Avenue
Bay 10
Fort Lauderdale, Florida 33312

The mailing address of this corporation is the same as the street address of the initial principal office of the corporation.

ARTICLE V

Directors

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) Director initially. The number of Directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders.

The names and addresses of the one or more individuals who are to serve as the initial Directors of this corporation are:

Peter A. Ferentinos
120 West Main Street
Smithtown, New York 11787

ARTICLE VI

Incorporators

The names and street addresses of each of the one or more incorporators of this corporation are:

Peter A. Ferentinos
120 West Main Street
Smithtown, New York 11787

ARTICLE VII

Date Corporate Existence Begins

The date when corporate existence for this corporation begins is February 11, 1998, or the date when these Articles of Incorporation are filed with the Department of State, if said date is not within 5 business days prior to the date of filing.

ARTICLE VIII

Registered Office

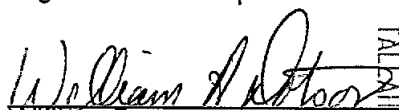
The street address of this corporation's initial registered office is:

1111 S.W. 21st Avenue
Bay 10
Fort Lauderdale, Florida 33312

ARTICLE IX

Registered Agent

The undersigned, an individual resident of the State of Florida, whose business office is identical with the initial registered office of this corporation, is hereby appointed as the registered agent of this corporation. The undersigned, simultaneously with his designation as registered agent, hereby accepts the appointment as Registered Agent for this corporation on whom process may be served. The undersigned hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent for this corporation.


William Dotson
Registered Agent

FILED
98 FEB 27 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X

Bylaws

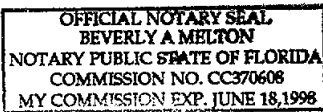
The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, amended or repealed as provided in the Bylaws.

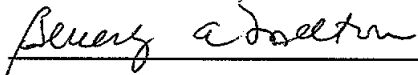
IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 10th day of February, 1998.


Peter A. Ferentinos
Incorporator

STATE OF FLORIDA }
COUNTY OF BROWARD } SS:

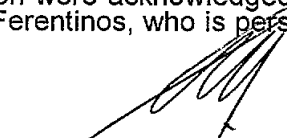
12 The foregoing Articles of Incorporation were acknowledged before me this day of February, 1998, by William Dotson, who is personally known to me or which has produced Florida Driver License as identification.




A Notary Public of Florida
My Commission Expires 6/18/98

STATE OF NEW JERSEY }
COUNTY OF UNION } SS:

18th The foregoing Articles of Incorporation were acknowledged before me this day of February, 1998, by Peter A. Ferentinos, who is personally known to me.


Richard J. Laiks
An Attorney at Law in the
State of New Jersey
Authorized to take acknowledgments
Pursuant to New Jersey Law

FILED
98 FEB 27 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA