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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: TRANSPARENT POOLS, INC.

AUDIT NUMBER.....H98000008707

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

ARTICLE I - NAME OF CORPORATION

The name of the corporation is **TRANSPARENT POOLS , Inc.**

ARTICLE II - NATURE OF BUSINESS

The corporation is authorized to conduct any lawful business in the State of Florida which is not prohibited by law, rule or regulation .

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 1,000 (One Thousand) shares of COMMON STOCK, each share having a par value of \$1.00 (One Dollar). Said authorized shares may be divided into voting and nonvoting shares before issuance by election of the board of directors: provided, however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be voting.

Authorized Capital Stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$1,000.00 (One Thousand Dollars).

ARTICLE V - TERM OF EXISTENCE

The corporation shall have a perpetual existence.

Prepared by: Time Financial Service Inc.
14000 Military Trail Suite #104
Delray Beach Florida 33484
Phone (561) 499-8448

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The corporation shall have TWO (2) directors initially, The number of Directors may be increased or diminished from time to time by the By-laws, BUT shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The name and addresses of the first officers and Board of Directors of this corporation, who shall hold office until their successor are elected and have qualified are as follows.

NAME	OFFICE	ADDRESS
John McCurdy	President	118 NE 22nd Street Delray Beach , Florida 33444
Jim Bingold	Secretary & Tres.	118 NE 22nd Street Delray Beach , Florida 33444


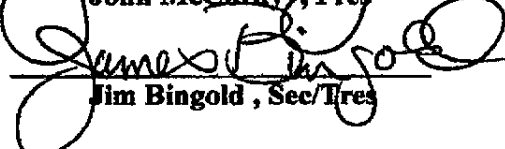
ARTICLE X - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, the number of shares each agrees to take and the value of consideration therefore are as follows:

NAME	ADDRESS	NUMBER OF SHARES	AMOUNT
John McCurdy	118 NE 22nd Street Delray Beach , Florida 33444	600	\$600.00

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the _____


John McCurdy , Pres

Jim Bingold , Sec/Tres

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ARTICLE VI - ADDRESS

The initial address of the principal office of the corporation is to be at: 118 NE 22nd Street, Delray Beach Florida 33444-4222

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 VII - RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That Transparent Pools . Inc. , desiring to organize under the laws of the State of Florida with it's principal office as indicated in the Articles of Incorporation in the City of Delray Beach , County of PALM BEACH, Has Named John McCurdy, located at 118 NE 22nd Street , Delray Beach , Florida 33444-4222, as it's Agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate I hereby accept to act in this capacity and agree to comply with the provisions of said article, relative to keeping said office open.


John McCurdy

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ARTICLE VIII - DIRECTORS

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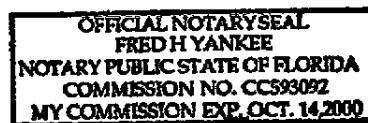
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned Notary, Public, personally appeared John McCurdy & Jim Bingold known to me personally to be the individuals described herein and first being sworn, executed the foregoing Articles of Incorporation and acknowledge before me that they executed the same for the purposes therein stated. The foregoing instrument was acknowledged before me this date by:
John McCurdy & Jim Bingold, who are personally known to me, and who did take an oath.

WITNESS, my hand and official seal in the County and State named above this 57th

MAY 1998


Fred H. Yankee



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