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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
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NAME: TRUE BLUE POOLS, INC.

AUDIT NUMBER.....H98000010664

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

CERT. OF STATUS..1

PAGES.....4

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
True Blue Pools, Inc.

Article II. Address

The mailing address of the Corporation is:
True Blue Pools, Inc.
20051 SW 186th Street
Miami FL 33187 MIAMI-DADE

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Samuel B. Reiner
Lehtinen, O'Donnell, Vargas & Reiner, P.A.
7700 North Kendall Drive, Suite 303
Miami FL 33156

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Peter Vigil

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Samuel B. Reiner | FL Bar Member 501549
Lehtinen, O'Donnell, Vargas & Reiner, P.A.
7700 North Kendall Drive, Suite 303
Miami FL 33156
305-279-1166

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:
Samuel B. Reiner
Lehtinen, O'Donnell, Vargas & Reiner, P.A.
7700 North Kendall Drive, Suite 303
Miami FL 33156

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 8, 1998.

The undersigned incorporator executed these Articles of Incorporation on June 8, 1998.



SAMUEL B. REINER
by L.A. Uriarte as attorney-in-fact

Samuel B. Reiner | FL Bar Member 501549
Lehtinen, O'Donnell, Vargas & Reiner, P.A.
7700 North Kendall Drive, Suite 303
Miami FL 33156
305-279-1166

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

True Blue Pools, Inc.

REGISTERED AGENT/OFFICE:

Samuel B. Reiner
Lehtinen, O'Donnell, Vargas & Reiner, P.A.
7700 North Kendall Drive, Suite 303
Miami FL 33156

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



SAMUEL B. REINER
by L.A. Uriarte as attorney-in-fact

Date: June 8, 1998.

Samuel B. Reiner | FL Bar Member 501549
Lehtinen, O'Donnell, Vargas & Reiner, P.A.
7700 North Kendall Drive, Suite 303
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