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10/27/98

FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)487-6013

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

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NAME: THE POOL SHOP, INC.

AUDIT NUMBER.....H98000019997

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

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 10/28/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 28, 1998

EMPIRE

,

SUBJECT: THE POOL SHOP, INC.
REF: W98000024393

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

SECTION 9 SAYS THAT THE CORPORATION SHALL BE EFFECTIVE ON THE DATE OF EXECUTION. HOWEVER, THERE IS NO DATE WHERE THE INCORPORATORS SIGNED. PLEASE MAKE THE NECESSARY CORRECTION.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburg
Document Specialist

FAX Aud. #: H98000019997
Letter Number: 698A00052814

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THE POOL SHOP, INC.
ARTICLES OF INCORPORATION

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SECRETARY OF STATE

THE UNDERSIGNED, desiring to incorporate a corporation under the provisions

of the Florida Corporation Act does hereby certify:

1. The name of the corporation is The Pool Shop, Inc.
2. The term for which the corporation is to exist is perpetual.
3. The general nature of the business to be transacted by the corporation shall be to engage in any act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Corporation Act.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is five hundred (500) shares of common stock having a par value of one dollar (\$1.00) each.
5. The initial principal office of the corporation shall be located at 5629 Johnson Street, Hollywood, FL 33021. Register Agent shall be PEDRO A. COFIÑO, ESQ., at Cofiño & Associates, 407 Lincoln Road, Suite 2B, Miami Beach, Florida 33139.
6. The initial Board of Directors shall be comprised of (2) members. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

Prepared by: Pedro A. Cofiño, Esq.
407 Lincoln Road, Suite 2B
Miami Beach, Florida
(305)531-8111
Florida Bar No.: 323918

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7. The names and addresses of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Luis M. Rodriguez-Molina	5629 Johnson Street, Hollywood, FL 33021
Lori L. Molina	5629 Johnson Street, Hollywood, FL 33021

8. The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Luis M. Rodriguez-Molina	5629 Johnson Street, Hollywood, FL 33021
Lori L. Molina	5629 Johnson Street, Hollywood, FL 33021

9. The formation of the corporation shall be effective as of the date of execution and acknowledgment hereof.

10. With respect to all shares of stock of the corporation, every Shareholder upon a sale for cash or other property of any such new shares of stock, or options or warrants therefore, shall have the pre-emptive right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price at which such new shares of stock, or option or warrants therefor, are offered to others.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this

21 day of October, 1998.


Luis M. Rodriguez-Molina


Lori L. Molina

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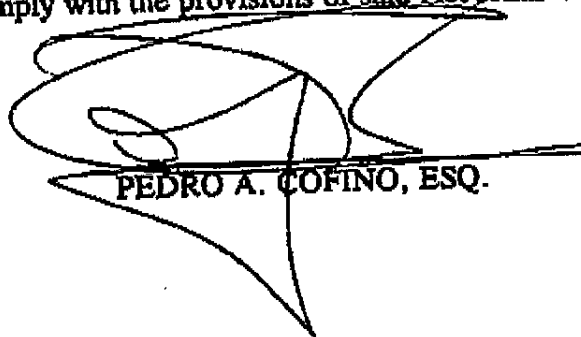
THE POOL SHOP, INC.
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OR PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE VERIFIED.

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

The THE POOL SHOP, INC., desiring to organize under the laws of the State of Florida, with its principal office at 5629 Johnson Street, Hollywood, FL 33021, has named PEDRO A. COFIÑO, ESQ., located at Cofiño & Associates, 407 Lincoln Road, Suite 2B, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated people, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.



PEDRO A. COFIÑO, ESQ.

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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