

Charter Number Only

P9800092046

VALIDATION ONLY

01/28/98 REC

Requestor's Name Bichara, Ceballos, + Hevia, PA

Address 1405 SW 107 Avenue, #301A

City Miami, FL State FL ZIP 33174 Phone (305) 220-6835

800002675398--0
-10/29/98--01008--015
*****70.00 *****70.00

CORPORATION(S) NAME

Pool Depot, Inc.

98 OCT 29 AM 11:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call If Problem | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

ARTICLES OF INCORPORATION

OF

POOL DEPOT, INC.

FILED
98 OCT 29 AM 11:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Pool Depot, Inc. and the initial address of this corporation shall be 3700 East 8th Avenue, Hialeah, Florida 33013.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	500
Par Value Per Share	\$ 1.00
Class of Stock	Common

The consideration for all of the said stock shall be payable in cash or services.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 3700 East 8th Avenue, Miami, Florida 33013 with the privilege of having its locations at other places within or without the State of Florida. The initial registered agent at that address shall be Roberto Alonso.

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Roberto Alonso 3700 East 8th Avenue, Hialeah, Florida 33013

ARTICLE VIII

The name and address of the Incorporator is Roberto Alonso 3700 East 8th Avenue, Hialeah, Florida 33013.

ARTICLE IX

No contract or transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

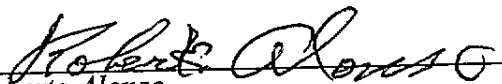
The private property of the stockholders shall not be subject to payment of the corporation debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator, hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 28th of October, 1998.

Having been named Registered Agent for the above stated corporation at place designated in this certificate, I hereby accept service and agree to comply with the provision of said Act relative to keeping open said office.


Roberto Alonso
Incorporator

98 OCT 29 AM 11:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA
PAGE 3 of 3

FILED