

JOSEPH T. TELLES, INC.  
5900 N. ANDREWS AVE.  
SUITE 824  
FT. LAUDERDALE, FL. 33309  
1-954-491-1849

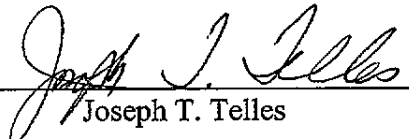
P98000100240

November 18, 1998

Department of State,

Please find enclosed the Articles of Incorporation for Total Pool Works, Inc. and the appropriate fee to the Department of State.

300002696353-5  
-11/25/98-01038-005  
\*\*\*\*122.50 \*\*\*\*\*78.75

  
Joseph T. Telles

FILED  
98 NOV 25 PM 12:00  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ajc

12/3

**ARTICLES OF INCORPORATION  
OF**

**TOTAL POOL WORKS, INC.**

The name of the Corporation is TOTAL POOL WORKS., INC.

The address of the Corporation is 5513 N.W. 41st Ave. Coconut Creek, FL. 33073

**ARTICLE II**

This Corporation shall have perpetual existence.

**ARTICLE III**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V  
PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI  
INITIAL REGISTERED OFFICE, AGENT AND ACCEPTANCE**

The street address of the initial registered office of this corporation is 5513 N.W. 41st Ave. Coconut Creek, FL. 33073 and the name of the initial registered agent of this corporation at that address is Sean Bandel. I hereby am familiar with and accept the duties and responsibilities as registered agent for Total Pool Works, Inc..

  
\_\_\_\_\_  
Sean Bandel

**FILED**  
98 NOV 25 PM 12:00  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<b>NAME</b>	<b>ADDRESS</b>
Sean Bandel	5513 N.W. 41st Ave. Coconut Creek, FL. 33073

**ARTICLE VIII  
INCORPORATION**

The name and address of the person signing these Articles are:

<b>NAME</b>	<b>ADDRESS</b>
Sean Bandel	5513 N.W. 41st Ave. Coconut Creek, FL. 33073

**ARTICLE IX  
INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any other former officer or director, to the full extent permitted by law.

**ARTICLE X  
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporators have executed these Articles of Incorporation this the 18th day of November, 1998.

**STATE OF FLORIDA            )**  
**)**  
**COUNTY OF BROWARD        )**

*Sean Bandel*

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Sean Bandel known to me and known by me to be the person who executed the foregoing Articles of Total Pool Works, Inc. and he acknowledges before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this the 18th day of November, 1998.

*Joseph T. Telles*  
\_\_\_\_\_  
**Notary Public**  
**State of Florida at Large**

My Commission expires:

Proof of Identification:  
Florida Drivers Licence

