

FROM : ACCOUNTING & TAX HELP 116 PHONE NO. 8135267222 393 1761 Dec. 03 1998 11:25AM P1

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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: AL CLARK
PHONE: (813)398-6011
(813)397-5189

FAX #:

NAME: POOLSKIM U.S.A. , INC.
AUDIT NUMBER.....H98000022502
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be

POOLSKIM U.S.A., INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10225 PARADISE BLVD.
TREASURE ISLAND, FL. 33706

ARTICLE III SHARES

The number(s) of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES
NO PAR

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

prepared by:

Name: JOHANNES ROETZ

Address: 10225 PARADISE BLVD.

TREASURE ISLAND, FL. 33706

Accounting & Tax Help, INC.

8668 PARK BLVD Suite A

SEMINOLE, Florida 33777

PH # 727-367-5761

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ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

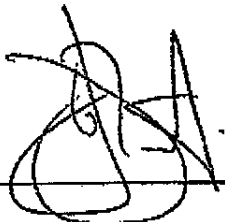
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Johannes Roetz
10225 Paradise Blvd.
Treasure Island, FL. 33706

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

3rd day of December, 19 98

(An additional article must be added if an effective date is requested.)

x  _____
Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is:

POOLSKIM U.S.A., INC.

2. The name and address of the registered agent and office is:

Accounting & Tax Help, INC.
(Name)

8668 PARK BLVD., Suite A
(P.O. Box not acceptable)

SEMINOLE, Florida 33777
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties and I am familiar with and accept the obligations of my
position as registered agent.*

Al Clark

(Signature)

PRESIDENT

DATE 12-3-98

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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