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**LAW OFFICE
RICHARD GOLDSTONE, P.A.**

2301 WEST SAMPLE ROAD
BUILDING 3, SUITE 3-A
POMPANO BEACH, FLORIDA 33073
TELEPHONE: (954) 975-7800 / TELEFAX: (954) 978-6073

January 26, 1999

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/01/99-01095--004
*****78.75 *****78.75

Attention: Charter Section

Re: Articles of Incorporation
WATER LOCK, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation with regard to the above-named Florida corporation, together with a duplicate copy to be certified.

Also enclosed is our firm's check number 3864 in the amount of \$78.75 to cover the cost of the filing fee, Registered Agent Designation, and a certified copy of the Articles for said corporation.

Kindly forward the certified copy back to this office as soon as possible. Thanking you in advance for your attention to this matter, I am

Yours very truly,

Richard Goldstone

RICHARD GOLDSTONE, P.A.

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99FEB-2 PM12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RG/cp
Enclosures: as stated

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ARTICLES OF INCORPORATION
OF
WATER LOCK, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be:

WATER LOCK, INC.

Its business shall be carried on in the State of Florida, in the United States of America and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

NATURE OF BUSINESS

The business of the corporation shall be: Preparation and marketing of pool and chemical products, and all manner of services in connection therewith.

In addition, the corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall consist of One Thousand (1,000) Shares of Common Stock having a par value of One Dollar (\$1.00).

The stock of the corporation shall be issued for such consideration as may be determined by its Board of Directors. Shareholders shall have no preemptive rights. Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock, and such agreements may take the form of options, rights of first refusal, buy-sell agreements or any other lawful forms of agreement.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The corporation's initial Registered Agent and Registered Office are:

Richard Goldstone, Esq.
RICHARD GOLDSTONE, P.A.
2301 West Sample Road
Building 3, Suite 3-A
Pompano Beach, FL 33073

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Acknowledgment and Consent of Registered Agent:

Having been named Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in that capacity and agree to comply with all the requirements of law pertaining thereto.

By: Richard Goldstone
Richard Goldstone, Esq.
Registered Agent

ARTICLE V

INITIAL BOARD OF DIRECTORS

The name and address of the initial member of the first Board of Directors is:

**Loring Melton Lee Brister
4411 N.E. 10th Avenue
Oakland Park, FL 33334**

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than three (3) directors. The number of directors may be increased or diminished from time to time in accordance with the By-Laws, which shall specifically provide for increases or decreases in the number of directors without the necessity of amending these Articles of Incorporation.

ARTICLE VI

BY-LAWS

The Board of Directors or the shareholders may adopt, amend, alter or repeal By-Laws of the corporation. The By-Laws may contain any provisions for the regulation or management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE VII

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify any Director or Officer, and shall have the power to indemnify any Employee, Agent or other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she was or is acting on behalf of, or at the request of the corporation. Such indemnification may take the form of court costs, attorneys' fees or other expenses incurred by such person involved in such action, suit or proceeding.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders of the corporation at any meeting called expressly for that purpose, and all rights conferred on shareholders hereunder are granted subject to this reservation.

ARTICLE IX

INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

