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LAW OFFICES OF STEVE E. BULLOCK  
6800 Bird Road, Suite 200  
Miami, Florida 33155  
(305) 829-0084

February 11, 199

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

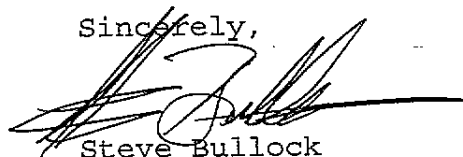
Re: Paragon Pools, Inc. (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Articles of Incorporation along with our check in the amount of \$70.00.

If you have any questions, please call.

Sincerely,



Steve Bullock

Enclosures

RECEIVED  
99 FEB 12 PM 2:34  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DMC  
2/12/99

FILED  
99 FEB 12 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PARAGON POOLS, INC.

ARTICLE I

Name

The name of the corporation is Paragon Pools, Inc.,  
(hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of  
the Corporation is 8362 Pines Boulevard, Suite 400, Pembroke Pines,  
Florida 33024.

ARTICLE III

Capital Stock

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

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.01	common

ARTICLE IV

Special Meeting

The Corporation shall hold a special meeting of shareholders  
only:

(1) On call of the board of directors or persons authorized  
to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes  
entitled to be cast on any issue proposed to be considered at the  
proposed special meeting sign, date, and deliver to the  
Corporation's secretary one or more written demands for the meeting  
describing the purpose or purposes for which it is to be held.

## ARTICLE V

### Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 8362 Pines Boulevard, Suite 400, Pembroke Pines, Florida, County of Broward, Florida 33024 and the name of its initial registered agent at such office is Steve Bullock.

## ARTICLE VI

### Board of Directors

The Board of Directors of the Corporation shall consist of at least three directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is three, and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Ivon Morfa  
8362 Pines Blvd., Suite 400  
Pembroke Pines, Florida 33024

Miroslava Morfa  
8362 Pines Blvd., Suite 400  
Pembroke Pines, Florida 33024

Steve Bullock  
8362 Pines Blvd., Suite 400  
Pembroke Pines, Florida 33024

## ARTICLE VII

### Incorporator

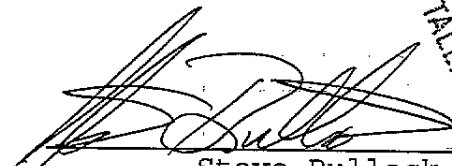
The name of the Incorporator is Steve Bullock and the address of the Incorporator is 8362 Pines Boulevard, Suite 400, Pembroke Pines, Florida 33024.

## ARTICLE VIII

### Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

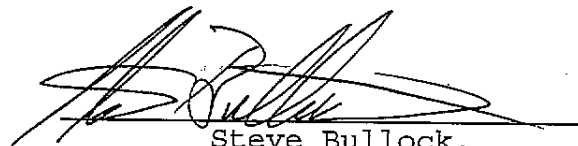
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 11th day of February, 1999.

  
Steve Bullock,  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Paragon Pools, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

  
Steve Bullock,  
Registered Agent

February 11, 1999