

999000030194



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 190678 10233A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

ORDER DATE : April 1, 1999

ORDER TIME : 11:15 AM

ORDER NO. : 190678-005

CUSTOMER NO: 10233A

CUSTOMER: Lawrence F. Michelson, Esq
LAWRENCE F. MICHELSON, ESQ.
LAWRENCE F. MICHELSON, ESQ.
Suite 120
1550 Madruga Avenue
Miami, FL 33146

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ELASTO POOL U.S.A., CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

JP 4/1/99

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

ELASTO POOL U.S.A., CORP.

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DIVISION OF CORPORATIONS
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The undersigned incorporator of these Articles of Incorporation, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this corporation is:

ELASTO POOL U.S.A., CORP.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having par value of One (\$1.00) Dollar per share.

Shares may be issued only for consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have a perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED, MAILING AND PRINCIPAL OFFICE.

The Registered Agent and the street address of the initial Registered Agent of this Corporation in the State of Florida shall be:

Cedrik Denain
1121 Crandon Blvd. #E406
Key Biscayne, Florida 33149

The Principal Office of this Corporation and the street address shall be:

1121 Crandon Blvd. #E406
Key Biscayne, Florida 33149

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

Cedrik Denain
1121 Crandon Blvd. #E406
Key Biscayne, Florida 33149

ARTICLE VIII. CONFLICT OF INTEREST.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the individual or individuals contracting with this Corporation.

ARTICLE IX. AMENDMENT.

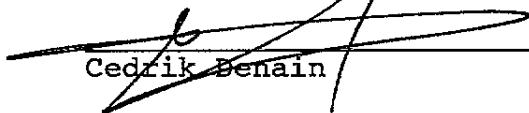
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. INITIAL INCORPORATOR.

The name of the initial incorporator of the Corporation and his street address is:

Cedrik Denain
1121 Crandon Blvd. #E406
Key Biscayne, Florida 33149

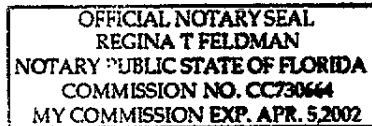
IN WITNESS WHEREOF, the undersigned, as the Incorporator executed the foregoing Articles of Incorporation as of the 31 day of March, 1999.


Cedrik Benain

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I, Regina T. Feldman, a Notary Public in and for the County and State aforesaid DO HEREBY CERTIFY that personally known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and swore to and acknowledged that he signed sealed and delivered the said instrument in the capacities indicated as his free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal at Miami, Dade County, Florida, this 31 day of March, 1999.



Notary Public
State of Florida

My commission expires:

April 5, 2002

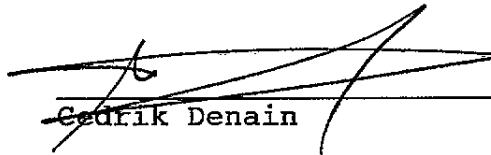
CERTIFICATE FOR DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Sections 48.091 and 607.501, Florida Statutes, the following is submitted in compliance with said Sections:

That, ELASTO POOL U.S.A., CORP. desiring to organize under the laws of the State of Florida, has named Cedrik Denain, located 1121 Crandon Blvd. #E406, Key Biscayne, Florida 33149, County of Dade, State of Florida, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to act as Registered Agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, Cedrik Denain agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.


Cedrik Denain

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SECRETARY OF STATE
JANUARY 11 1999
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