

OFFICE USE ONLY (Document #)

TEZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

400002883924--5

-05/24/99--01074--014

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ELEMAR POOLS & SPA, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

FILED
99 MAY 24 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
99 MAY 24 AM 11:02
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION

of

ELEMAR POOLS & SPA, INC.

FILED
99 MAY 24 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associates ourselves for the purpose of becoming a corporation under the Laws of the State of Florida, and under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit, it is:

ARTICLE I

The name of the corporation shall be:

ELEMAR POOLS & SPA, INC.

ARTICLE II

The corporation shall engage in any activity or business permitted under the Laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 500 shares of common stock, and which common stock shall be of par value. (Shall have a par value of \$1.00 per share).
All stock is to be issued as fully paid and exempt for assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock, may be governed and restricted by the By-Laws or written agreement amongst the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein.

The By-Laws may provide for cumulative voting by stockholders at all elections of the directors of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office and registered offices of the corporation in the State of Florida shall be 20012 N.W. 57th Place, Hialeah FL 33015.

The Board of Directors may be from time to time move the principal offices to any other address within the State of Florida. The registered agent is: MARTIN ESPINOSA, Sr., address: 20012 N.W. 57th Place, Hialeah FL 33015.

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors. A quorum for the holding of a meeting of the Board of Directors, and for transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers, are as follows:

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|----------------------|--------------|---|
| MARTIN ESPINOSA, Sr. | President | 20012 NW 57th Place Hialeah FL 33015 |
| MARTIN ESPINOSA, Jr | Vice-Pres. | 20012 NW 57th Place Hialeah FL 33015 |

ARTICLE X

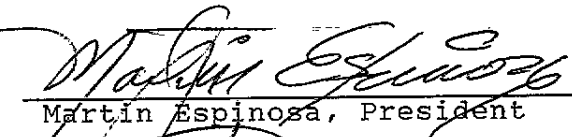
The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take, are as follows:

| <u>Name</u> | <u>Address</u> | <u>Shares</u> | <u>Cash value</u> |
|----------------------|--------------------------------------|---------------|-------------------|
| MARTIN ESPINOSA, Sr | 20012 NW 57th P1 Hialeah FL 33015 | 250 | \$ 250.00 |
| MARTIN ESPINOSA, Jr. | 20012 NW 57th P1 Hialeah FL 33015 | 250 | 250.00 |
| | | 500 | \$ 500.00 |
| | | ==== | ===== |

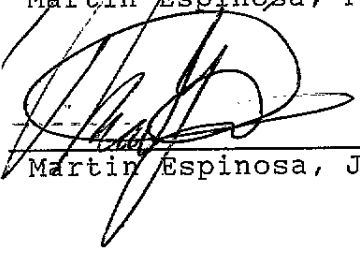
ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under * 1244 of the Internal Revenue Code, in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this 20th day of May, 1999.



Martin Espinosa, President



Martin Espinosa, Jr. Vice Pres.

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

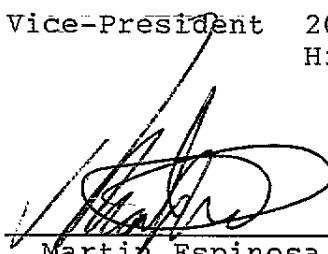
ELEMAR POOLS & SPA, INC.

a corporation organized (or organizing) under the laws of the State of Florida, with in its principal office at 20012 NW 57th Pl., in the city of Miami, County of Miami Dade, State of Florida, has named MARTIN ESPINOSA, located at 20012 NW 57th Place, in the city of Hialeah, County of Miami-Dade, State of Florida, as its agent to accept services of process within this State.

OFFICERS:

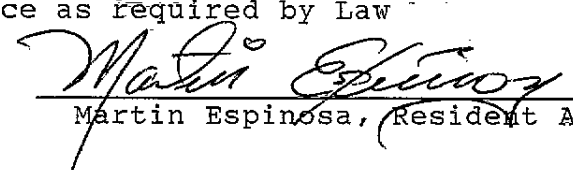
| <u>Name</u> | <u>Title</u> | <u>Specific Address</u> |
|----------------------|----------------|---|
| MARTIN ESPINOSA | President | 20012 NW 57th Place Hialeah FL 33015 |
| MARTIN ESPINOSA, Jr. | Vice-President | 20012 NW 57th Place Hialeah FL 33015 |

By


Martin Espinosa, Corporate Officer

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process, to keep office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept Service of Process as the above Florida designated address) in some conspicuous place in office as required by Law


Martin Espinosa, Resident Agent

FILED
99 MAY 24 PM 4:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA