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May 24, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: UNITED POOL SERVICE REPAIR, INC.

Dear Sir or Madam:

Enclosed for filing please find original and one copy of the Articles of Incorporation, and a registered agents certificate. Also enclosed is our check in the sum of \$78.50 for your filing fee.

Please file the Articles of Incorporation to commence corporate existence and return the certified copy of the Articles of Incorporation to our office at the earliest convenience.

Thank you for your attention to this matter.

Yours Very Truly,

x Michael Berg
Michael Berg - President

FILED
99 JUN 16 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUN 17 1999

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99 JUN 16 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
UNITED POOL SERVICE REPAIR, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the corporation shall be UNITED POOL SERVICE REPAIR, INC. and the corporation's principal address shall be 424 SW 80th Avenue, North Lauderdale, FL. 33068.

ARTICLE II
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The purposes for which the corporation is organized are to engage in the business of international trading, import, export, sales of goods, purchase of goods, and the general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation shall have the authority to issue 100 shares, all of one class capital stock, with a par value of \$1.00 per share.

ARTICLE V
REGISTERED AGENT AND INITIAL OFFICE

The address of the corporation's initial registered office is 424 SW 80th Avenue, North Lauderdale, FL. 33068, and the name of the initial registered agent is Michael Berg.

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ARTICLE VI
BOARD OF DIRECTORS AND INITIAL DIRECTORS

This corporation shall have one 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. The number of directors constituting its initial Board of Director whose name and address is:

Michael Berg

424 SW 80th Avenue
North Lauderdale, FL. 33068

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is Michael Berg, 424 SW 80th Ave., North Lauderdale, FL. 33068

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ARTICLE IX
PRE-EMPTIVE RIGHTS

The holders of the common stock of this corporation shall have the pre-emptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to the stock authorized by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE X
EFFECTIVE DATE

Pursuant to Florida Statute Section 607.0203 (1) (1991), the effective date of the commencement of corporate existence is when these Articles of Incorporation are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares hereinabove set forth, and hereunto sets his hand and seal this 4 day of June, 1999.


Michael Berg
Incorporator

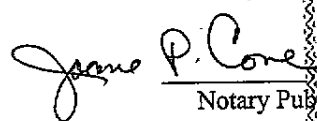
STATE OF FLORIDA

SS:

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to take acknowledgements and administer oaths, personally appeared Michael Berg, party to the foregoing Articles of Incorporation, known to be personally to be such, and having further provided _____, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and depose that the facts therein stated were truly set forth.

WITNESS my hand and official seal this 4th day of June, 1999.


Joane P. Cone
Notary Public, State of Florida
Commission No. CC 524575
My Commission Expires 01/19/00
Notary Public

NOTARY PUBLIC
STATE OF FLORIDA
300-3-NOTARY - Fla. Notary Service & Bonding Co.

My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE FO PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance to chapter 48.091, Florida Statutes (1991), the following is submitted, in compliance with said Act:

First - that UNITED POOL SERVICE REPAIR, INC.
desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the city of North Lauderdale, County of Broward, State of Florida, has named Michael Berg, located at 424 SW 80th Ave., North Lauderdale, FL. 33068, as its agent to accept service of process within this state.

1: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at that place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

x 
Michael Berg, Registered Agent

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