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FILED
99 JUN 23 PM 6:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/10/99

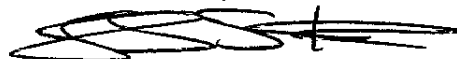
DEAR SECRETARY

ENCLOSED ARE TWO COPIES OF THE ARTICLES OF INCORPORATION FOR
POOLS, INC. AND A CHECK FOR \$122.50 FOR THE FILING FEES. PLEASE
FILE AND FORWARD A CERTIFIED COPY OF THESE ARTICLES TO:

F.M.T.S.I.
7464 WENTWORTH DRIVE
LAKE WORTH FL, 33467

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122.50 **78.75

SINCERELY,



JEFFREY S. HOSHOR

787 5544185513550
m/99-14009



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 15, 1999

JEFFREY S. HOSHOR
F.M.T.S.I.
7464 WENTWORTH DRIVE
LAKE WORTH, FL 33467

SUBJECT: POOLS, INC.
Ref. Number: W99000014009

We have received your document for POOLS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 799A00032251

ARTICLES OF INCORPORATION
OF
POOLS INC OF Baynton Beach

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

POOLS INC OF Baynton Beach

The corporation shall have perpetual existence.

ARTICLE II

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to stock consisting of One Hundred shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

INITIAL CORPORATE OFFICE AND CORPORATE MAILING ADDRESS

The corporate mailing address and the initial registered office of the corporation is 11481 ISLAND LAKES LN, BOCA RATON, FL 33498. The name of the Initial Registered Agent of the corporation is RICHARD CRUZ.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and until the successor shall have been duly elected and qualified, or until earlier resignation, removal from office, or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name of the initial Director of the corporation is:

RICHARD CRUZ

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the corporation is:

RICHARD CRUZ
11481 ISLAND LAKES LN
BOCA RATON FL 33498

ARTICLE VII

AMENDMENTS

These Articles of Incorporation may be amended in accordance with applicable law upon the affirmative vote of the holders of a majority of the outstanding shares of the corporation. Any right conferred any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 10th day of JUNE, 1999.



INCORPORATOR
RICHARD CRUZ

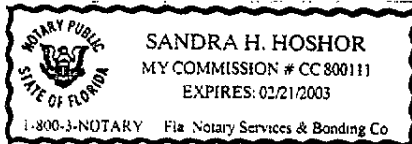
BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth below, personally appeared RICHARD CRUZ who is known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

STATE OF FLORIDA)

SS#302-68-6170

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 10th day of JUNE, 1999 by RICHARD CRUZ, who is personally known to me and who did take an oath.



Sandra H. Hoshor
SANDRA H. HOSHOR
NOTARY PUBLIC

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent of POOLS, INC. of Boynton Beach

BY: *Richard Cruz*
RICHARD CRUZ

DATE: 6-10-99

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TALLAHASSEE, FLORIDA