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FILED
99 JUL 26 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 21, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of ROGER'S POOLS, INC.

Dear Sir/Madam:

Please find the enclosed check in the amount of \$78.50 along with the Articles of Incorporation for incorporation of the above referenced entity.

I am enclosing a self-addressed stamped envelope for return of the Certificate of Incorporation and a true copy of the Articles of Incorporation.

Thank you for your attention and cooperation regarding this matter.

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*****78.50 *****78.50

IVAN D. PIEDRAHITA, P.A.

By:


IVAN D. PIEDRAHITA, ESQ.
For the Firm

Enclosures: As set forth herein

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ARTICLES OF INCORPORATION

OF

ROGER'S POOLS, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is ROGER'S POOLS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be 5714 Aspen Ridge Circle, Delray Beach, FL 33484.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares at 1.00 par value.

ARTICLE IV TIME

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE V PURPOSE

The purpose for which the corporation is organized is to operate in any lawful business allowed in the State of Florida. The Articles of Incorporation along with the By-Laws of said corporation will govern.

ARTICLE VI DIRECTORS

The number constituting the initial Board of Directors of the corporation is three (3), and the name and address of the person who is to serve initially is:

Roger Lutzky, 5714 Aspen Ridge Circle, Delray Beach, FL 33484.

ARTICLE VII

The name and address of the incorporator is:

Ivan D. Piedrahita, 10155 N. Nob Hill Circle, Tamarac, FL 33321.

ARTICLE VIII REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Ivan D. Piedrahita, 10155 N. Nob Hill Circle Tamarac, FL 33321

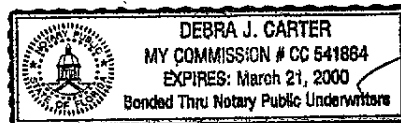
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 of July, 1999.

Signature of Incorporator


Ivan D. Piedrahita

State of Florida
County of Broward

The foregoing instrument was acknowledged and sworn to before me this 21th day of July, 1999.




Notary

My Commission Expires:

Prepared by: Ivan D. Piedrahita
1876 N. University Drive
Suite 300-C
Plantation, FL 33322
(954) 474-0111

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/ registered agent, in the state of Florida.

1. The name of corporation is: ROGER'S POOLS, INC., 5714 Aspen Ridge Circle, Delray Beach, FL 33484.
2. The name and address of the registered agent and office is: Ivan D. Piedrahita, 10155 N. Nob Hill Circle, Tamarac, FL 33321.

Signature


Ivan D. Piedrahita

Title: Incorporator and Registered Agent

Date: July 21, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature


Ivan D. Piedrahita

Date: July 21, 1999

Registered Agent Filing Fee: \$35.00

Prepared by: Ivan D. Piedrahita
1876 N. University Drive
Suite 300-C
Plantation, FL 33322
(954) 474-0111