

HUGO H. STALKER
14091 Port Circle
Palm Beach Gardens, Florida 33410
Tel. (561) 691-0822

P96000079266

September 17, 1996

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

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Re: Incorporation of H2O Pool Technologies, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for the above captioned corporation.

Please forward the certified copy of same to me, the sole shareholder and director at the following address:

Hugo H. Stalker
14091 Port Circle
Palm Beach Gardens, Florida 33410

Thank you for your anticipated cooperation.

Sincerely,


HUGO H. STALKER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

H2O POOL TECHNOLOGIES, INC.

FILED

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The undersigned attorney, RICHARD L. DRUKS, ESQUIRE, acting as
Incorporator of H2O POOL TECHNOLOGIES, INC., under the Florida
Business Corporation Act, adopts the following Articles of
Incorporation:

ARTICLE I - NAME

The name of this corporation shall be H2O POOL TECHNOLOGIES,
INC.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this
corporation shall be to engage in any and all lawful business under
the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this
corporation shall be 14091 Port Circle, Palm Beach Gardens, FL
33410.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is
authorized to have outstanding at any time shall be 500 shares of
common stock having a par value of \$1.00 per share. The
consideration to be paid for each share shall be fixed by the board
of directors and may be paid in whole or in part, in cash or other
property, tangible or intangible, or in labor or services, either
actually performed for the corporation or in exchange for a written
promise to perform services in the future, with a value, in the

judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - COMMENCEMENT OF EXISTENCE

The existence of this corporation will commence immediately.

ARTICLE VII - INITIAL RESIDENT AGENT AND ADDRESS

The street address of the initial registered office of the corporation is 12th Floor, Courthouse Plaza, 28 West Flagler Street, Miami, Florida 33130-1806, and the name of the initial registered agent of this corporation at that address is Richard L. Druks.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the initial member of the board of directors is as follows:

<u>Name</u>	<u>Street Address</u>
Hugo H. Stalker	14091 Port Circle Palm Beach Gardens, FL 33410

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the

manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator is:

Richard L. Druks, Esquire, 12th Floor Courthouse Plaza, 28 W. Flagler Street, Miami, Florida 33130.

ARTICLE XI - BY LAWS

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of the shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action.

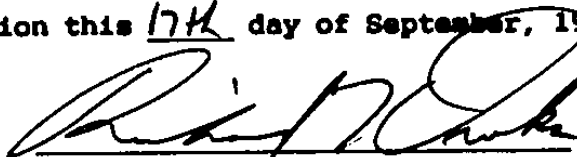
Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a

meeting if the action is taken and consented to in writing by all the members of the board or committee.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of September, 1996.

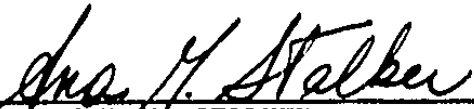

RICHARD L. DRUKS - Incorporator

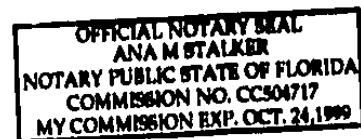
STATE OF FLORIDA)
 : SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
RICHARD L. DRUKS, who is personally known to me or who has produced

his Florida Driver's License as identification, and who, after first being duly sworn, deposes and states that he signed the foregoing Articles of Incorporation and he did take an oath.

WITNESS my hand and seal this 17th day of September, 1996.


NAME: ANA M. STALKER
Notary Public, State of Florida
Commission No. CC504717
My Commission Expires: 10/24/99



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

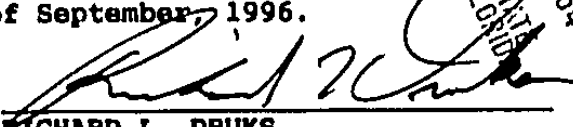
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is H2O POOL TECHNOLOGIES, INC.

2. The name and address of the registered agent and office is:

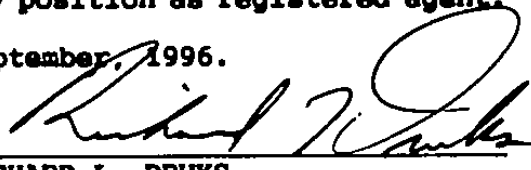
RICHARD L. DRUKS, ESQUIRE
12th Floor - Courthouse Plaza
28 West Flagler Street
Miami, Florida 33130-1806

DATED this 17th day of September, 1996.


RICHARD L. DRUKS
Incorporator/Registered Agent

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 any duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 17th day of September, 1996.


RICHARD L. DRUKS