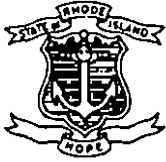


Filing and License Fee: \$310.00 minimum

ID Number: 145921



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

FILED
FEB 01 2005
By UPS 6987
PROVIDENCE, RHODE ISLAND

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is OASIS POOLS, LTD.

2. It is incorporated under the laws of Massachusetts

3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is April 9, 2004 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 220 Sharps Lot Road, Swansea, Massachusetts 02777

6. The address of its proposed registered office in Rhode Island is 1340 Main Road
(Street Address, not P.O. Box)

Tiverton RI 02878 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Stetson Eddy, Esquire
(Name of Agent)

7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:
To engage in all phases of the sale, installation and service of in-ground and above-ground pools, as well as any and all legal acts in the State of Rhode Island.

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>Eddy Reed</u>	<u>220 Sharps Lot Road, Swansea, Massachusetts 02777</u>
Director	<u></u>	<u></u>
President	<u>Eddy Reed</u>	<u>220 Sharps Lot Road, Swansea, Massachusetts 02777</u>
Vice President	<u>Eddy Reed</u>	<u>220 Sharps Lot Road, Swansea, Massachusetts 02777</u>
Treasurer	<u>Eddy Reed</u>	<u>220 Sharps Lot Road, Swansea, Massachusetts 02777</u>
Secretary	<u>Eddy Reed</u>	<u>220 Sharps Lot Road, Swansea, Massachusetts 02777</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1,000</u>	<u>Common</u>	<u>Not Applicable</u>	<u>No Par Value</u>

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>100</u>	<u>Common</u>	<u>Not Applicable</u>	<u>No Par Value</u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 10,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ -0-.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 500,000.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 20,000.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 1-28-05

Oasis Pools, Ltd.

Print Exact Name of Corporation Making Application

By Eddy H Reed

President or Vice President (check one)

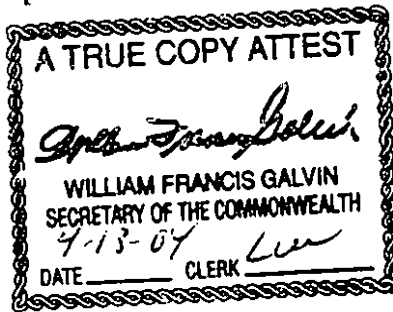
By Eddy H Reed ^{AND}

Secretary or Assistant Secretary (check one)

STATE OF MASSACHUSETTS
COUNTY OF BRISTOL

In FALL RIVER, on this 28th day of JANUARY, 2005, before me personally appeared EDDY REED who, being duly sworn, declared that he/~~she~~ is the PRESIDENT/SECRETARY of the above-named entity and that he/~~she~~ signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Bruce V. [Signature]
Notary Public
My Commission Expires: Nov 1, 2007



5392

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 275.00 having been paid, said articles are deemed to have been filed with me this 12th day of APRIL 20 04.

Effective date: _____

880020

SECRETARY OF STATE
RECEIVED

APR 13 PM 2:40

REGISTRATION DIVISION

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$275.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

TO BE FILLED IN BY CORPORATION

Contact Information:

Bruce N. Hague, Esquire

126 President Avenue

Fall River, MA 02720

(508) 675-7889

Telephone: _____

Email: _____

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.