



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

05 JAN -4 AM 9:13:13

BUSINESS CORPORATION

FILED

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

JAN 04 2005
By IPS3667a

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is RECREATIONAL SPECIALTIES, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:
Online retail and catalog sales of pool, spa and recreational products.

4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) *If only one class:* Total number of shares 1000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

Common - No Par

or
(b) *If more than one class:* Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation, and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.);

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

See attached.

for the regulation of the internal affairs of the corporation

None

7 The address of the initial registered office of the corporation is 797 Bald Hill Road
Warwick, RI 02886 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is Joseph J. McGair, Esq.
(Name of Agent)

Joseph E. Stockley

8 The number of directors constituting the initial board of directors of the corporation is one (1) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Annette M. Stockley</u>	<u>53 A Sandy Bottom Road, Coventry, RI 02916</u>
<u>Vice-President</u>	<u>Joseph E. Stockley</u>	<u>53 A Sandy Bottom Road, Coventry, RI 02816</u>
<u>Treasurer</u>	<u>Joseph E. Stockley</u>	<u>53 A Sandy Bottom Road, Coventry, RI 02816</u>
<u>Secretary</u>	<u>Joseph E. Stockley</u>	<u>53 A Sandy Bottom Road, Coventry, RI 02816</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Lewis J. Paras</u>	<u>C/o 797 Bald Hill Road, Warwick, RI 02886</u>
<u>Maryanne Pezzullo</u>	<u>C/o 797 Bald Hill Road, Warwick, RI 02886</u>
<u>Lynda I. Deloge</u>	<u>C/o 797 Bald Hill Road, Warwick, RI 02886</u>

10. Date when corporate existence is to begin Upon filing
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: January 3, 2005

Lewis J. Paras
Maryanne Pezzullo
Lynda I. Deloge
Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF KENT

In Warwick, on this 3rd day of January, 2005, personally appeared before me Lewis J. Paras, Maryanne Pezzullo and Lynda I. Deloge each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Susan L. Fardola
Notary Public SUSAN L. FARDOLA
My Commission Expires: July 24, 2008

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

In case any holder of stock shall at any time desire to sell stock, or any part thereof, he shall, before offering the same for sale to any other party, give notice in writing to the corporation of desire to sell and in such writing offer to sell the same to the corporation at the lowest price at which is he willing to sell said stock. Within forty-five (45) days after the receipt of any such notice, the Board of Directors shall elect to purchase the shares so offered, and the secretary or treasurer or some other officer designated by the Board of Directors shall forthwith and within said forty-five (45) days deliver in person to such stockholder or mail by registered mail, postage prepaid, addressed to him at his usual post office address, or to his address as stated on the books of the corporation, a notice in writing signed by the secretary or treasurer or such other officer, of the election of the corporation to purchase such stock. Such notice shall state that such stockholder may receive the purchase price for such stock at the office of the corporation upon transfer to the corporation of the shares sold. If such notice of election to purchase shall not be given within the time above limited, the stockholder shall be at liberty to sell his stock to any other party, provided that such sale is made within thirty days after the expiration of said forty-five (45) days and at a price not less than the price at which it was offered to the corporation. The directors may in particular instances consent to any such proposed sale, and may waive the corporation's right to purchase but no such consent to waiver shall extend to other or subsequent instances.