

FILED EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

SPA POOL CENTER, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is SPA POOL CENTER, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is 100 at a par value of \$1.00.

FIFTH: Provisions denying preemptive rights are none.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are as follows: The personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director is hereby eliminated; PROVIDED, HOWEVER, that such limitation shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its stockholders; (b) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; (c) for liabilities listed under Idaho Code § 30-1-48; or (d) for any transaction from which the director derived an improper personal benefit.

SEVENTH: The address of the initial registered office of the corporation is 8403 Fairview Avenue, Boise, Idaho 83704 and the name of its initial registered agent at such address is WALTER J. HENNIG.

EIGHTH: The number of directors constituting the initial

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE
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board of directors of the corporation is one and the name and addresses of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME & ADDRESS

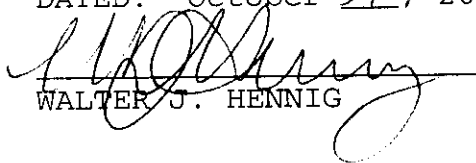
WALTER J. HENNIG
8403 Fairview Avenue
Boise, Idaho 83704

NINTH: The name and address of each incorporator is:

NAME & ADDRESS

WALTER J. HENNIG
8403 Fairview Avenue
Boise, Idaho 83704

DATED: October 31, 2005.


WALTER J. HENNIG