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* ALSO ADMITTED IN ILLINOIS AND CALIFORNIA

November 13, 2000

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

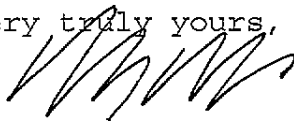
Re: OLYMPIAN POOL SERVICES, L.C.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above corporation. Please file same and return your certificate.

Thank you for your time and cooperation in this matter.

Very truly yours,



William M. Lindeman
Attorney at Law

WML/mda

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LOO-14391
Q

ARTICLES OF ORGANIZATION
OF
OLYMPIAN POOL SERVICES, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company will be OLYMPIAN POOL SERVICES, L.C., and its principal place of business and mailing address shall be c/o William M. Lindeman, Esquire, FOSTER & LINDEMAN, P.A., 1801 Lee Road, Suite 230, Winter Park, Florida, 32790-3300, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

A. To engage in any activity or business authorized under the Florida Statutes.

B. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the

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TALLAHASSEE, FLORIDA

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State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

C. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

D. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.

E. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and, in such capacity or under such arrangement, develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for

the formation, rights, privileges and immunities of limited liability companies for profit.

F. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or arising from, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

G. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited

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liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV
MANAGEMENT

This limited liability company shall be managed by two managers. The names and addresses of the persons who shall serve as such until the first annual meeting of the members or until a successor is elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Scott Kacic	3493 Rockcliff Place Longwood, FL 32779
Steve Mitchell	3493 Rockcliff Place Longwood, FL 32779

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

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ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Eighty Thousand Dollars (\$80,000.00) cash shall be paid to the limited liability company by each of the two (2) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in accordance with their profit interest, as follows:

- | | | |
|----|----------------|-----|
| 1. | Scott Kacic | 50% |
| 2. | Steve Mitchell | 50% |

ARTICLE VII
PROFITS AND LOSSES

(A) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits specified as follows:

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<u>Name</u>	<u>Percentage</u>
Scott Kacic	50%
Steve Mitchell	50%

The distributive share of the profits shall be determined and paid to the members on June 30 and December 31 of each year commencing June 30, 2001.

(B) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and profits of the business.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is FOSTER & LINDEMAN, P.A., 1801 Lee Road, Suite 230, City of Winter Park, County of Orange, State of Florida, 32790-3300, and the name of the initial registered agent at such address is William M. Lindeman.

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The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of OLYMPIAN POOL SERVICES, L.C.

Executed by the undersigned at Orlando, Florida, on November 13, 2000.

OLYMPIAN POOL SERVICES, L.C.

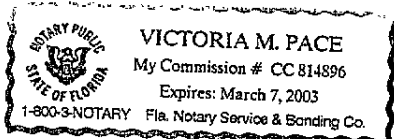
By: Scott Kacic
Scott Kacic

By: Steve Mitchell
Steve Mitchell

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was personally acknowledged before me this 13th day of November, 2000, by Scott Kacic and Steve Mitchell, the Managers of OLYMPIAN POOL SERVICES, L.C., a limited liability company on behalf of the limited liability company described in the foregoing instrument. They are personally known to me or have produced FL. Drivers License as identification.

Victoria M. Pace (Signature of person taking acknowledgment)
Notary Public (Name typed, printed or stamped)
(serial number, if any)



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TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of OLYMPIAN POOL SERVICES, L.C., and agree to comply with the provisions of Florida Statutes.

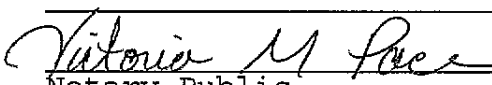


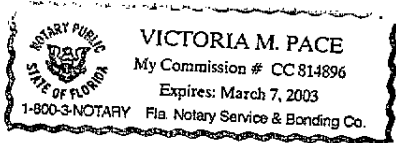
WILLIAM M. LINDEMAN, ESQUIRE

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared WILLIAM M. LINDEMAN, ESQUIRE, who is personally known to me, to be the REGISTERED AGENT for OLYMPIAN POOL SERVICES, L.C., who executed the foregoing designation as REGISTERED AGENT, and acknowledged before me, that he subscribed to such designation of REGISTERED AGENT.

WITNESS my hand and official seal in the County and State named above, this 13th day of ~~August, 1999~~
November, 2000.


Notary Public
(Signature of person taking acknowledgment)
(Name typed, printed or stamped)
(serial number, if any)



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