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TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

True Blue Pool Store, LLC

AL

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION
ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - Name:

The name of the Limited Liability Company is True Blue Pool Store, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 3941 Tamiami Trail, Suite 3111, Punta Gorda, Florida 33950. The initial registered agent and address of such agent for the Limited Liability Company is Melinda Schadt, 23309 Hartley Avenue, Port Charlotte, Florida 33954.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be December 31, 2050, unless earlier terminated.

ARTICLE IV - Management:

The management of the Limited Liability Company is reserved to the members and the name and address of the managing members are:

Melinda Schadt, 23309 Hartley Avenue, Port Charlotte, Florida 33954
Donald Schadt, 612 West Marion Avenue, Punta Gorda, Florida 33950

ARTICLE V - Admission of Additional Members:

Additional members may be admitted from time to time as such terms and conditions are set forth by the unanimous written consent of all of the members.

ARTICLE VI - Members Rights to Continue Business:

Any successor or assignee to the interest of member, or the remaining members, if any, of the Limited Liability Company shall have the right to continue the business on the death, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company. If the Limited Liability Company has more than one member at the time of any of the occurrences above, the unanimous consent of all of the remaining members shall be needed to continue the business of the Limited Liability Company.

Gary T. Pileman
Attorney at Law
1625 W. Marion Avenue, Suite 2
Punta Gorda, FL 33950
(941)637-1955
Fla Bar No. 0988250

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IN WITNESS WHEREOF, the undersigned member of True Blue Pool Store, LLC has executed these Articles of Organization on the 23 day of February, 2001.

Melinda Schadt
Melinda Schadt

Signature of a member or authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

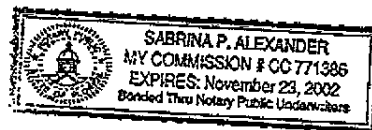
STATE OF FLORIDA)
COUNTY OF CHARLOTTE)

Subscribed and sworn to (or affirmed) before me on the 23rd day of February, 2001, by Melinda Schadt, who is personally known to me or who has produced FL# 5300-52-62-803-C as identification.

~~NOTARY PUBLIC - STATE OF FLORIDA~~

Print Name: _____

Comm. No.: ~~SABRINA P. ALEXANDER~~



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ACCEPTANCE OF APPOINTMENT

RE: True Blue Pool Store, LLC

Pursuant to Section 608.407 (1) (c) and 608.415, of the Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above limited liability company and agrees to act in the capacity and to comply with the provisions of the Florida Limited Liability Company Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, such position.

Dated: February 23, 2001



Melinda Schadt

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