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ORDER DATE : February 22, 2002

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ORDER NO. : 412172-015

CUSTOMER NO: 82724A

CUSTOMER: Scott Duval, Esq
Conroy Coleman & Hazzard, P.a.

2640 Golden Gate Boulevard
Suite 115
Naples, FL 34105

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DOMESTIC FILING

NAME: ROYAL POOLS OF NAPLES, L.L.C.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

[Handwritten initials]
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**ARTICLES OF ORGANIZATION
OF
ROYAL POOLS OF NAPLES, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is ROYAL POOLS OF NAPLES, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 2625 Tarpon Road, Naples, Florida 34102. The Company's registered agent is Scott W. Duval, whose office is located at 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is Anthony Wood, who is a natural person at least eighteen (18) years old.

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**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by a manager as further provided in the Company's operating agreement. No person or entity other than the manager is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The name and address of the manager is:

Hampshire Group, L.L.C.,
a Florida limited liability company
2625 Tarpon Road
Naples, Florida 34102

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's operating agreement.

**ARTICLE VIII
DISSOLUTION**

Section 8.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least one (1) remaining members. If a dissociation leaves the Company with only one (1) remaining member, that member may admit an additional member.

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(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

**ARTICLE IX
DISTRIBUTIONS**

Section 9.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed by all of the members.

Section 9.02 Winding-Up Distributions

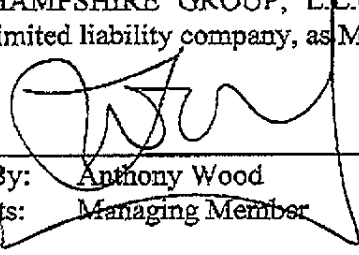
The Company may make winding-up distributions of property to its members as agreed by all of the members.

**ARTICLE X
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 22nd day of February, 2002.

HAMPSHIRE GROUP, L.L.C., a Florida
limited liability company, as Manager

By: 
Its: Managing Member

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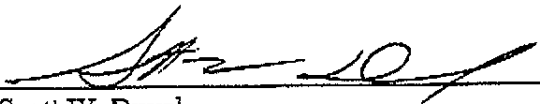
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: ROYAL POOLS OF NAPLES, L.L.C.
2. The name and address of the registered agent and office is:

Scott W. Duval
Conroy, Coleman & Hazzard, P.A.
2640 Golden Gate Parkway, Suite 115
Naples, Florida 34105

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with accept the obligations of my position as registered agent.



Scott W. Duval

February 22, 2002

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