

Requester's Name

m: DAN FRIEBIS (386)788-6057
DANIEL FRIEBIS & ASSOCIATES
3890 TURTLE CREEK DRIVE
SUITE B-1
PORT ORANGE, FL, 32127

LO 20000 27326 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. POOLS WITH A PORPOISE, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____ **400008379694--2**
(Corporation Name) (Document #) **-10/15/02-01063-008**
*****125.00 ***125.00**

4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

02 OCT 15 AM 11:28

10/16/02

Examiner's Initials

02 OCT 15 AM 11:29
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
Pools With A Porpoise, LLC
A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. Name. The name of the limited liability company is Pools With A Porpoise, LLC.
2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. Address/Mailing Address of Principal Office. The address of the principal office of the limited liability company is 100 Old Carriage Road - Ponce Inlet, Florida 32127.
4. Term. Term of this LLC shall be perpetual.
5. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.
6. Period of Duration. The period of duration shall be perpetual.
7. Management. Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

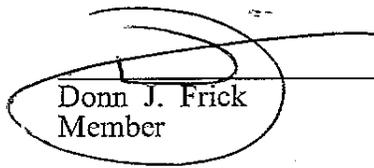
Initial Members:
Donn J. Frick
100 Old Carriage Road
Ponce Inlet, Florida 32127

Carolyn Frick
100 Old Carriage Road
Ponce Inlet, Florida 32127
8. Additional Members. The names and addresses of additional members(s) are as follows:
9. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in

the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10 Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, 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 as further set forth in the Operating Agreement of the limited liability company

Executed this date 10/08/2002


Donn J. Frick
Member

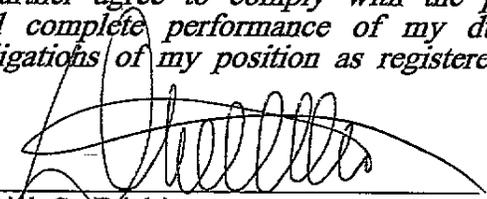
02 OCT 15 AM 11:29
FBI
MILWAUKEE FIELD OFFICE

**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 to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is Pools With A Porpoise, LLC
2. Registered Office. The address of the registered office of the limited liability company is 3890 Turtle Creek Drive - Suite B-1 - Port Orange, Florida 32127.
3. Registered Agent. Daniel S. Friebis, is appointed, and by his signature below accepts appointment, to act as the Registered Agent of Pools With A Porpoise, LLC.

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 and accept the obligations of my position as registered agent.



Daniel S. Friebis

02 OCT 15 PM 11:29
MULTI-MEDIA SERVICES