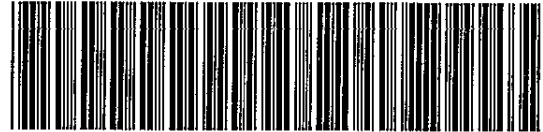


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TALLAHASSEE, FLORIDA



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NEW OFFICES

Paralegals:
Janet M. Scott
Benjamin D. Warren
Lynne B. Zabriskie

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TALLAHASSEE, FLORIDA

Nicholas J. Rubino
Florida Board Certified
Wills, Trusts, Estate Law

David Pilcher

Timothy E. DePalma
Board Certified Trial Attorney
Of Counsel

October 30, 2002

Florida Department of State
Attn: Corporate Records Division
409 E. Gaines Street
Tallahassee, FL 32399

Via Federal Express

Re: D&D Pool Products, LLC

Dear Sir:

Please be advised that this firm represents Robert D. Swalley and Donna Swalley as incorporators in the above-referenced matter.

Enclosed please find the following documents for establishment of a new Limited Liability Company:

1. Original Articles of Organization
2. Check in the amount of \$155.00 representing the filing fee of \$125.00 and \$30.00 representing the fee for a certified copy of the Articles of Organization

Please file the Articles to be effective November 1, 2002, and return a certified copy of the Articles to us in the envelope provided.

Should you have any questions concerning this matter, please feel free to give me or my paralegal, Janet Scott, a call. Thank you for your attention to this matter.

Respectfully,

RUBINO & ASSOCIATES, P.A.



David Pilcher

DP:jms

Enclosures

cc: Mr. and Mrs. Robert D. Swalley
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ARTICLES OF ORGANIZATION

OF

D&D POOL PRODUCTS, LLC

A FLORIDA LIMITED LIABILITY COMPANY

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02 OCT 31 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a limited liability company pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

**ARTICLE I.
NAME**

The name of this limited liability company shall be: **D&D POOL PRODUCTS, LLC**

**ARTICLE II.
PRINCIPAL BUSINESS OFFICE**

The principal business office of this limited liability company shall be located at:

530 CR 427, Suite 132
Longwood, FL 32750

**ARTICLE III.
DURATION**

This limited liability company shall commence existence on November 1, 2002, and shall have perpetual existence unless sooner dissolved either according to law or as provided in the Operating Agreement adopted by the members.

**ARTICLE IV.
PURPOSES AND GENERAL POWERS**

The general purpose of this limited liability company shall be to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act, except that special statutes for the regulation and control of specific types of business shall control when in conflict therewith. This limited liability company shall have all of the powers

enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

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**ARTICLE V.
MANAGEMENT**

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TALLAHASSEE, FLORIDA

This limited liability company shall be a manager-managed limited liability company, managed by a manager chosen by its member(s) in accordance with the Operating Agreement of the limited liability company. The initial manager of the limited liability company shall be the following:

Robert D. Swalley
530 CR 427, Suite 132
Longwood, FL 32750

**ARTICLE VI.
RIGHT TO CONTINUE BUSINESS**

In the event of 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, the remaining members shall continue the business according to the Operating Agreement adopted by the members.

**ARTICLE VII.
ORGANIZER**

The name and street address of the authorized representative of the member(s) to sign these Articles of Organization shall be:

David Pilcher, Esq.
RUBINO & ASSOCIATES, P.A.
159 Lookout Place, Suite 101
Maitland, FL 32751

**ARTICLE VIII.
INITIAL REGISTERED OFFICE AND AGENT**

FILED

The initial registered agent and the initial registered office of this limited liability company shall be:

02 OCT 31 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nicholas J. Rubino, Esq.
RUBINO & ASSOCIATES, P.A.
159 Lookout Place, Suite 101
Maitland, FL 32751

The limited liability company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

**ARTICLE IX.
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the limited liability company shall indemnify and hold harmless all of its members, officers, employees and agents, and former members, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said members, officers, employees and agents in their capacity as such except for any action specifically exempted from indemnification under the terms of Section 608.4229, Florida Statutes, as it may be amended from time to time.

This Article may be amended from time to time in the Operating Agreement of the limited liability company by the members of the limited liability company.

**ARTICLE X.
CONFLICTS OF INTEREST**

No contract or other transaction between this limited liability company and any other business entity, and no act of this limited liability company, shall in any way be affected or invalidated by the fact that any of the members of this limited liability company are pecuniarily or otherwise interested in, or are the members, directors or officers of, such other business entity. Any member individually, or any firm of which any member may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this limited liability company, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the members or a majority thereof, and any member of this limited liability company who is also a member, director or an officer of such other business entity, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the members of this limited liability

company that shall authorize any such contract or transaction with like force and effect as if he or she were not such a member, director or officer of such other business entity, or not so interested.

Any conflict between this Article and Section 608.4226, Florida Statutes, as it may be amended from time to time, shall be resolved by reference to and in favor of the controlling case law attached to such statute.

This Article may be amended from time to time in the Operating Agreement of the limited liability company by the members of the limited liability company.

ARTICLE XI. LIMITED LIABILITY OF MEMBERS

Except as allowed by Sections 608.4227 and 608.4228, Florida Statutes, as they may be amended from time to time, the private property of the members shall not be subject to payment of the limited liability company's debts to any extent.

This Article may be amended from time to time in the Operating Agreement of the limited liability company by the members of the limited liability company.

ARTICLE XII. AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XIII. HEADINGS AND CAPTIONS

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the organizer, for the purpose of forming a limited liability company under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Organization, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto, sets his hand and seal this 30th day of October, 2002.

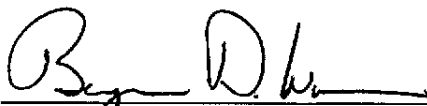
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TALLAHASSEE, FLORIDA



David Pilcher, Esq.
Organizer

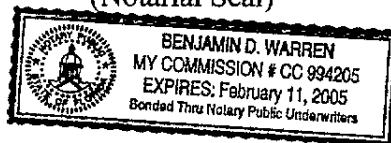
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Organization were acknowledged before me by David Pilcher, Esq., who produced a Florida Driver's License as identification this 30th day of October, 2002.



Notary Public
My Commission Expires:

(Notarial Seal)



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CERTIFICATE DESIGNATING REGISTERED AGENT / REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 608.415, Florida Statutes, the following is submitted:

1. The name of the limited liability company is

D&D Pool Products, LLC

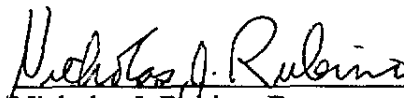
2. The name and the Florida street address of the registered agent are

Nicholas J. Rubino, Esq.
RUBINO & ASSOCIATES, P.A.
159 Lookout Place, Suite 101
Maitland, FL 32751

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named limited liability company, at the place designated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 30th day of October, 2002.



Nicholas J. Rubino, Esq.
Registered Agent