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JOE M. GONZALEZ, P. A.
ATTORNEY AT LAW

January 29, 2003

Secretary of State
LLC Division
Post Office Box 6327
Tallahassee, FL 32314

Re: Freestyle Pools & Spas, LLC

Dear Sir:

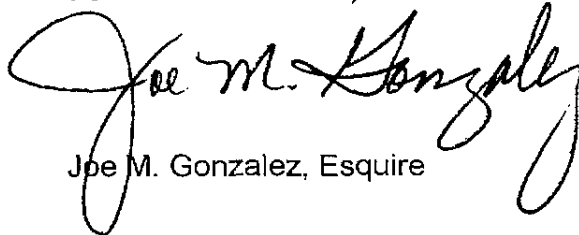
Please find enclosed the original and one copy of the Articles of Organization for the above-named entity, along with a check in the amount of \$155.00—which includes the filing fee of \$125.00 and \$30.00 for one certified copy by return mail.

Please file this limited liability corporation with your office and return same to me at the above address at your earliest convenience.

Your cooperation is appreciated.

Sincerely,

JOE M. GONZALEZ, P.A.

A handwritten signature in black ink that reads "Joe M. Gonzalez". The signature is fluid and cursive, with the first letters of each name being capitalized and prominent.

Joe M. Gonzalez, Esquire

JMG:sc
Enclosures
cc: Robert Mueller, II
w/enclosure

**ARTICLES OF ORGANIZATION
OF
FREESTYLE POOLS & SPAS, LLC**

A Florida LIMITED LIABILITY COMPANY

ARTICLE 1: NAME

The name of the limited liability company shall be FREESTYLE POOLS & SPAS, LLC.

ARTICLE 2: PURPOSE

The company may engage in any lawful business.

ARTICLE 3: RESIDENT AGENT

The name and address of the resident agent is:

William V. Cassels, Jr.
725 Monte Cristo Boulevard
Tierra Verde, FL 33715

ARTICLE 4: PRINCIPAL OFFICE

The mailing address and the street address of the principal office is:

725 Monte Cristo Boulevard
Tierra Verde, FL 33715

ARTICLE 5: MANAGEMENT

The company shall be managed by the members.

ARTICLE 6: DURATION

The company's existence shall be perpetual.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 7: POWERS

The company shall have all the powers authorized by law or statute.

ARTICLE 8: MEMBER LIABILITY

Members shall not be personally liable for the debts, obligations, or liabilities of the company.

ARTICLE 9: ADDITIONAL MEMBERS

The company may admit additional members at any time and in any manner by the unanimous written consent of the members.

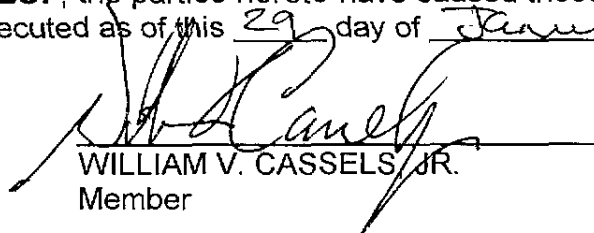
ARTICLE 10: AMENDMENT

The power to amend, alter or repeal these articles of organization shall be vested in the members. The articles of organization may be amended at any time and in any manner by the unanimous written consent of the members.

ARTICLE 11: CERTIFICATES

The company has the authority and shall issue Certificates of Membership to each member evidencing that member's interest in the company. Certificates of Membership shall be signed by a manager or officer of the company.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Organization to be duly executed as of this 29 day of January, 2003.


WILLIAM V. CASSELS, JR.
Member

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

I hereby Certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared WILLIAM V. CASSELS, JR., known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named

person(s): FL DRIVER LICENSE C42-938-56-212-0
and that an oath was/was not taken.

Witness my hand and official seal in the County and State last aforesaid
this 29 day of January, A.D., 2003.

Sheryn L. Chambers
NOTARY SIGNATURE

(SEAL) Sheryn L. Chambers
My Commission CC985452
Expires December 03, 2004

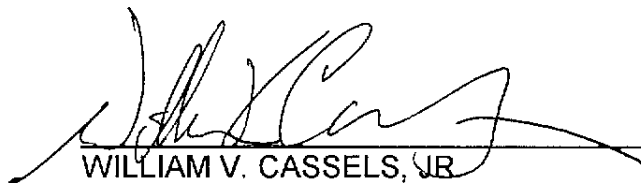
SHERYN L. CHAMBERS
PRINTED NOTARY NAME

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapters 608.401-608.703, Florida Statutes, the following is submitted in compliance with said act:

That FREESTYLE POOLS & SPAS, LLC is desiring to organize under the laws of the State of Florida as a Florida Limited Liability Company with its principal office, as indicated in its Articles of Organization, at FREESTYLE POOLS & SPAS, LLC, has named William V. Cassels, Jr., as agent to accept service of process within this state.

Having been named to accept service of process for the above-stated Florida limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity and to comply with the provisions of said act relative to keeping open said office.


WILLIAM V. CASSELS, JR.