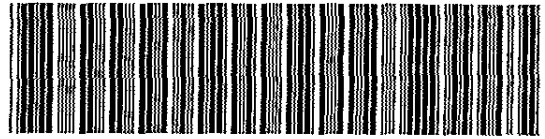


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POOLS & SPAS L.L.C.

Honesty • Integrity • Craftsmanship

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

November 14, 2003

Florida Sept. of State
Division on Florida Limited Liability Company

To whom it may concern,

Attached is an Amendment for Freestyle Pools & Spas, LLC, and a check for \$25.00.
The amendment states that both William V. Cassels and Mark Osborne each are a 50%
Managing Member.

Our address is 6222 Tower Lane, Suite A-8 Sarasota, Florida 34240. We can be
reached at 941-343-0830. Please let us know if you need any additional information.

Thank you,

William V. Cassels

"Creating paradise one pool at a time."

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

FILED

03 NOV 17 PM 12:35

CLERK OF STATE
TALLAHASSEE, FLORIDA

Freestyle Pools & Spas, LLC

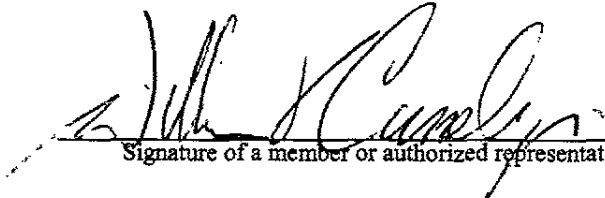
(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was NOV. 14, 2003

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

William V. Cassels & Mark Osborne
Each will be a 50% managing
member.

Dated November 14, 2003.



Signature of a member or authorized representative of a member

William V. Cassels

Typed or printed name of signee

Filing Fee: \$25.00