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RICKEY L. FARRELL, ATTORNEY AT LAW, P.A.
1595 SE PORT ST. LUCIE BOULEVARD
PORT ST. LUCIE, FLORIDA 34952
(772) 335-5455
(772) 337-3485 FAX

January 21, 2004

State of Florida
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

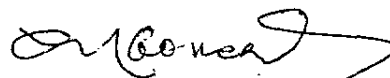
RE: Creative Pools and Spas, L.L.C.

Dear Sir or Madam:

Enclosed herewith are an original and one copy of the Articles of Organization and acceptance by Registered Agent. Please file the original in your offices and certify and return to us a certified copy.

I am enclosing a check in the amount of \$125.00, which covers the filing fees, certified copy fees and the registered agent designation fees. Thank you for your cooperation in this matter.

Sincerely,



Tiffany N. Gonsalves, CLA
Certified Legal Assistant

Enc.

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
CREATIVE POOLS AND SPAS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company is Creative Pools and Spas, L.L.C.

ARTICLE II - DURATION

This limited liability company shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the Company shall be 1813 S.W. Biltmore Avenue, Port St. Lucie, Florida 34953.

ARTICLE IV - MANAGEMENT

Management of the Company shall be reserved to the Members. The Managing Member shall be Joseph A. Potter. The Member(s) of the Company are as follows:

Joseph A. Potter
1503 Royal Green Circle V-201
Port St. Lucie, Florida 34952

ARTICLE V – ADDITIONAL MEMBERS

Members shall have the right to admit additional members from time to time on such terms and conditions as the Members shall deem advisable and acceptable.

ARTICLE VI -SURVIVORSHIP

In the event any Member or Members shall die, resign, retire, be expelled, be adjudicated bankrupt, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members shall have the right to continue the business.

ARTICLE VI - REGISTERED AGENT

The street address of the initial registered agent of the Company is Rickey L. Farrell, 1595 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

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DEPT. OF STATE



Managing Member

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph A. Potter, who has produced FLORIDA LICENSE as identification or who is personally known to me and who executed the foregoing Articles of Organization, and she acknowledged before me that she executed the Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above,
this 16 day of January, 2004.

(SEAL)


Notary Public State of Florida at Large
Printed Signature: Tiffany Goncalves
My Commission No:
My Commission Expires:



Tiffany N. Goncalves
MY COMMISSION # DD261185 EXPIRES
November 7, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties. I am familiar with and accept the obligations of such position.


RICKEY L. FARRELL
Registered Agent

**STATE OF FLORIDA
COUNTY OF ST. LUCIE**


BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Rickey L. Farrell, who has produced 2/2 as identification or who is personally known to me and who executed the foregoing Articles of Organization, and he acknowledged before me that he executed the Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 20 day of January, 2004.

(S E A L)



Tiffany N. Gonsalves
MY COMMISSION # DD261185 EXPIRES
November 7, 2007
BONDED THROUGH TROY FAIR INSURANCE, INC.


Notary Public State of Florida at Large
Printed Signature: TIFFANY N. GONSALVES
My Commission No:
My Commission Expires:

FILED
SEC. STAS. STATE
JAN 22 PM 3:30