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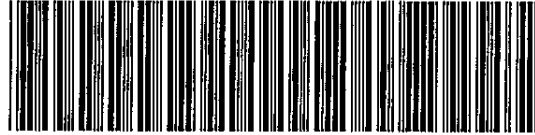
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CAPITAL CONNECTION, INC.

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Glacier Bear Enterprises, LLC

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ARTICLES OF ORGANIZATION
OF
GLACIER BEAR ENTERPRISES, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be GLACIER BEAR ENTERPRISES, LLC. The street address of the principal office of the limited liability company in Florida shall be 3202 W. Baker Street, Plant City, Florida 33563, and the mailing address shall be 3202 W. Baker Street, Plant City, Florida 33563.

ARTICLE II - DURATION

The limited liability company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE III - PURPOSES AND POWERS

The specific purpose for which this limited liability company is organized is to engage in the sales, service, and installation of above ground and in-ground swimming pools, and of artificial turf. The general purpose for which the limited liability company is organized is to engage in related and support activities to the specific purposes outlined above, and to transact any lawful

business for which a limited liability company may be organized under the laws of the State of Florida. The limited liability company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the limited liability company in the State of Florida is WALTER O. KENNY, 3202 West Baker Street, Plant City, Florida 33563.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the limited liability company shall contribute to the capital of the limited liability company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the limited liability company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the limited liability company except with the unanimous written consent of all the members of the limited liability company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the limited liability company as set forth in the Operating Agreement of the limited liability company, but the transferee shall have no right to participate in the management of the business and affairs of the limited liability company or become a member unless all the other members of the

Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The limited liability company shall be dissolved as may be provided in the Operating Agreement of the limited liability company, or upon unanimous consent of all members.

ARTICLE IX - MANAGEMENT

The limited liability company shall be managed by the member(s) in accordance with the Operating Agreement which may contain any provisions for the management of the affairs of the limited liability company not inconsistent with law or these Articles of Organization. The name and address of the initial members of the company are:

<u>NAME</u>	<u>ADDRESS</u>
WALTER O. KENNY and LINDA D. KENNY, his wife	3202 W. Baker Street Plant City, Florida 33563
ROGER N. GOE and WENDA J. GOE, his wife	3202 W. Baker Street Plant City, Florida 33563

Initially all rights and powers of management of the limited liability company are reserved for the following members, whose name, and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WALTER O. KENNY	3202 W. Baker Street Plant City, Florida 33563
ROGER N. GOE	3202 W. Baker Street Plant City, Florida 33563

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Plant City, Florida, for the foregoing uses and purposes this 12 day of October, 2004.

Walter O. Kenny
WALTER O. KENNY

Linda D. Kenny
LINDA D. KENNY

Roger N. Go
ROGER N. GOE

Wenda J. Go
WENDA J. GOE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared WALTER O. KENNY, LINDA D. KENNY, ROGER N. GOE and WENDA J. GOE, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and who freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it, and each declared their identity and [] who is personally known to me, or [] who produced their Alaska and Pennsylvania Driver's License, respectively, as personal identification.



Charles S. White
Commission # DD338809
Expires September 26, 2008
Bonded Troy Felt - Insurance, Inc. 800-385-7019

Charles S. White
Name:
Notary Public, State of Florida
My commission expires: _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of GLACIER BEAR ENTERPRISES, LLC, as the registered agent of this limited liability company, hereby consents to his appointment as such registered agent and is familiar with, and accepts the obligations of registered agent as provided in Chapter 608, Florida Statutes.

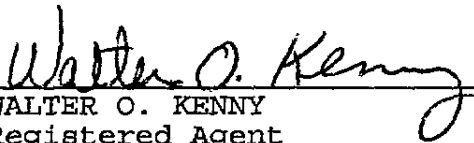

WALTER O. KENNY
Registered Agent

EXHIBIT "A"

CAPITAL CONTRIBUTIONS

The total amount of cash contributions is \$1,000.00.

Total additional contributions will be made as may be required for investment purposes by unanimous written consent of all the members.