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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 942586 9585A

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Pizito

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 26, 2004

ORDER TIME : 10:26 AM

ORDER NO. : 942586-005

CUSTOMER NO: 9585A

CUSTOMER: Del G. Potter, Esq
Potter Clement Lowry & Duncan

308 East Fifth Avenue

Mount Dora, FL 32757

DOMESTIC FILING

NAME: AQUA SPA EQUIPMENT, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
AQUA SPA EQUIPMENT, LLC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the limited liability company shall be AQUA SPA EQUIPMENT, LLC, ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 631 High Point Dr., Mount Dora, Florida 32757.

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the Operating Agreement.

ARTICLE IV – REGISTERED AGENT AND OFFICE

The name of Company's initial registered agent in Florida is John Clarke Prentice. The address of Company's registered office in Florida is 631 High Point Dr., Mt. Dora, FL 32757.

ARTICLE V – ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the Operating Agreement of the company.

ARTICLE VI – MEMBERSHIP UNITS

The total number of membership units authorized to be issued by the Company shall be Ten Thousand (10,000) units. Each of the units shall entitle the holder thereof to one (1) vote at any meeting of the Members. All or any part of said units may be paid for in cash, property or labor or services at a fair valuation to be fixed at a meeting called for such purposes. All membership units shall be paid for and non assessable. The Company elects to have preemptive rights.

ARTICLE VII – MEMBERS' RIGHT TO CONTINUE BUSINESS

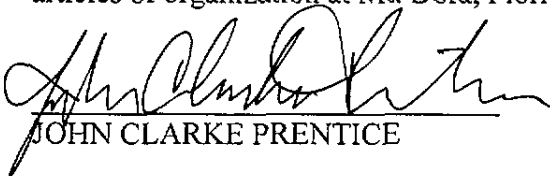
The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE VIII – MANAGEMENT

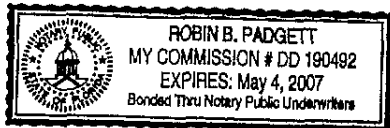
The company shall be managed by the members in accordance with Operating Agreement adopted by the members for the management of the business and affairs of the company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

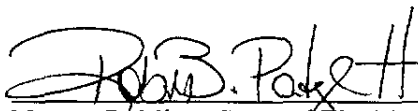
NAME	ADDRESS
John Clarke Prentice	631 High Point Dr. Mt. Dora, FL 32757
Tien Minh Tran	72 Kent St. Cambridge, Ontario Canada N1S5B1

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Mt. Dora, Florida, on Oct. 25, 2004.


JOHN CLARKE PRENTICE

Sworn to and subscribed before me this 25th day of Oct., 2004, by John Clarke Prentice.




Notary Public – State of Florida
Print Name: _____

Personally Known _____

OR

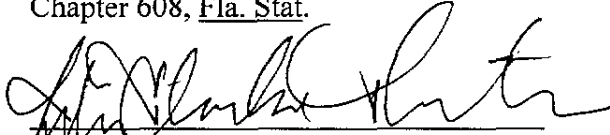
Produced Identification ☒

Type of Identification Produced: Florida Drivers License

(SEAL)

ACCEPTANCE BY REGISTERED AGENT:

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Fla. Stat.


John Clarke Prentice, Registered Agent

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