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CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032
REFERENCE : 923433 7435848
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
2006 MAR 16 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 16, 2006
ORDER TIME : 9:40 AM
ORDER NO. : 923433-005
CUSTOMER NO: 7435848

DOMESTIC FILING

NAME: AQUATIC POOLS OF SOUTHWEST FLORIDA, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XXX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS:

**ARTICLES OF ORGANIZATION OF
Aquatic Pools of Southwest Florida, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the Laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority of the conduct of business of the limited liability company.

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**ARTICLE I
NAME, PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The name of the limited liability company shall be Aquatic Pools of Southwest Florida, L.L.C., and its mailing address and principal office shall be located at 2215 Southwest 50th Lane, in the City of Cape Coral, County of Lee, State of Florida 33914, but it shall have the power and authority to establish branch offices at any other place or places as the member may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the Laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
 5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and settlements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

**ARTICLES III
EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is reserved to its members whose names and addresses are as follows:

TIMOTHY A. EICHER, 850 Corbett Avenue, #5, San Francisco, California 94131.
TIMOTHY E. STROUP, 3584 Candia Avenue, North Port, Florida 34286.
JOHN EICHER, II, 2215 Southwest 50th Lane, Cape Coral, Florida 33914.

**ARTICLE V
DURATION**


This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1633 S.E. 47 Terrace, City of Cape Coral, State of Florida 33910, and the name of the company's initial registered agent at that address is J. Patrick Buckley, Attorney at Law.

IN WITNESS THEREOF, the undersigned has executed these
Articles of Organization on behalf of the Company this 9th day of
March, 2006.

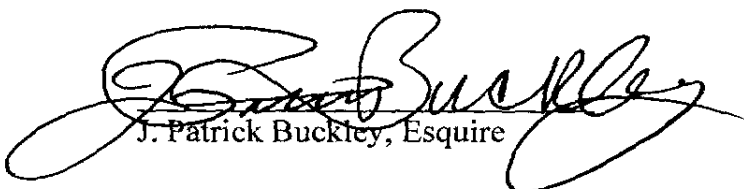

TIMOTHY A. EICHER


TIMOTHY E. STROUP


JOHN EICHER, II

In accordance with Florida Statute Section 608.408(3), the execution of this document constitutes affirmation under the penalties of perjury that the facts herein are true.

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, F.S.


J. Patrick Buckley, Esquire