

Division of Corporations

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Florida Department of State
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Water Lifestyles, LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is WATER LIFESTYLES, LLC.

ARTICLE II - Address

The mailing address and the street address of the principal office of the Limited Liability Company are 5900 34th Street West, Bradenton, Florida 34210.

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual unless and until dissolved in accordance with Exhibit "A" attached hereto.

ARTICLE IV - Management

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is: Cristal Clear Productions, LLC, a Florida limited liability company, 2704 Via Murano, Clearwater, Florida 33764

ARTICLE V - Registered Agent and Office

The name and street address of the initial registered agent and registered office of the Limited Liability Company is:

William L. Whitacre
1000 Universal Studios Plaza
Bldg. 22A, Suite 247
Orlando, Florida 32819

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ARTICLE VI Admission of Additional Members


The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be subject to the approval of a Majority in Interest of the members.

*ARTICLE VII - Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company 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 limited liability company shall be by the consent of a Majority in Interest of the remaining members.

IMG ACADEMIES, LLP, member

March 31, 2006
(Date)

By: 
Name: Greg Bruckner
Title: Senior Vice President, International
Merchandizing Corporation, Managing
Member
(Signature of Member or the Authorized
Representative of a Member)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.414, Florida Statutes, 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.

By: 
(Signature)

April 3, 2006
(Date)

William L. Whitacre
(Type Name of Officer)

Registered Agent
(Title of Officer)

*(If applicable)

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EXHIBIT "A"

The Limited Liability Company shall be dissolved, its assets shall be disposed of, and its affairs wound up upon the first to occur of the following :

1. the entry of a decree of judicial dissolution pursuant to the Florida Limited Liability Company Act;
2. the vote of the manager and the members;
3. the sale of all or substantially all of the assets of the Limited Liability Company or any similar transaction with similar effect (unless a Majority in Interest of the members elect to continue the business of the Limited Liability Company, in which event the Limited Liability Company will continue);
4. the happening of any other event that makes it unlawful to carry on the business of the Limited Liability Company; or
5. dissolution pursuant to Article VII and the Operating Agreement of the Limited Liability Company; or
6. the failure by the Limited Liability Company to commence operations of its business by the 12-month execution of the Operating Agreement of the Limited Liability Company (which date shall be automatically extended by periods of time equal to the duration of any force majeure events).

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