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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Amelia Island Pools, LLC

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ARTICLES OF ORGANIZATION
OF
AMELIA ISLAND POOLS, LLC

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State, the following are the Articles of Organization for Amelia Island Pools, LLC (the "Company"):

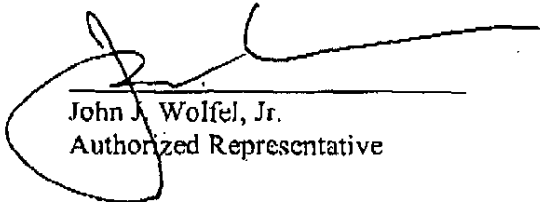
1. Name. The name of the Company is Amelia Island Pools, LLC.
2. Mailing Address and Principal Place of Business. The Company's mailing address and principal office shall be located at 2425 Sadler Road, Fernandina Beach, Florida 32034.
3. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company are:

F & L Corp.
One Independent Drive, Suite 1300
Jacksonville, Florida 32202-5017
4. Manager: The Company shall be managed by a Manager. The name and addresses of the initial Manager ("MGR") is as follows:

Victor L. Buscaino, Jr.

2425 Sadler Road
Fernandina Beach, Florida 32034

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 14th day of August, 2009.



John J. Wolfel, Jr.
Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, a corporation resident in the State, having been named in Section 3 of Articles of Organization of Amelia Island Pools, LLC (the "Company") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with and hereby accepts the obligations of such position.

F & L CORP.

By: Charles V. Hedrick
Charles V. Hedrick
Authorized Signatory

EXECUTED this 14th day of August, 2009.

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