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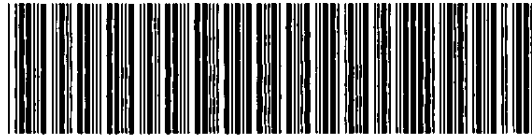
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APR 25 2011

EXAMINER

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

POOLSMART USA, LLC

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____ Certificate of Fictitious Name _____
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**ARTICLES OF ORGANIZATION
FOR
POOLSMART USA, LLC**

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The undersigned desiring to form a Limited Liability Company for the purposes hereinafter stated under and pursuant to the laws of the State of Florida, does hereby declare as follows:

ARTICLE I.

NAME

The name of the Limited Liability Company is POOLSMART, USA, LLC.

ARTICLE II.

ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 103 Via Emelia, Royal Palm Beach, Florida 33411.

ARTICLE III.

REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the Registered Agent are:

ROBERT KOGON
1338 Barnstaple Circle
Wellington, Florida 33414

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, Florida Statutes this 20TH day of April, 2011.

 (SEAL)
ROBERT KOGON
Registered Agent

ARTICLE IV.
MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

 (SEAL)
STEPHEN A. KLEBBA
Managing Member

In accordance with Section §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true, this 20TH of April, 2011.

 (SEAL)
STEPHEN A. KLEBBA
Managing Member