

Dec-14-11

03:57pm

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P.001/006

F-201

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Nery C. Toledo, Paralegal
Account Name : HOGAN & HARTSON, L.L.P.
Account Number : I20040000129
Phone : (305) 459-6500
Fax Number : (305) 459-6550

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: rruiz@fluidra.com

FLORIDA LIMITED LIABILITY CO.
FLUIDRA USA, LLC

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Certified Copy	1
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EXAMINER

Dec-14-11 03:57pm From-

T-551 P.002/006 F-201

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FLUIDRA



FLUIDRA USA
8525 Mallory Road
Jacksonville, FL 32220
Phone: (904) 378-0699
Fax: (904) 378-0408

December 09, 2011

State of Florida
Department of State
Division of Corporations
2661 Executive Center Circle, Clifton Building
Tallahassee, Florida 32301

Re: Establishment of FLUIDRA USA, LLC

Dear Sir or Madam:

This letter represents the consent of Fluidra USA, Inc. to the applicant's use of the name Fluidra USA, LLC, as reflected on the attached proposed Articles of Organization of Fluidra USA, LLC (the "LLC"). The LLC, when properly organized, will be an affiliate of Fluidra USA, Inc.

The purpose of this letter is to induce you to file the attached Articles of Organization of Fluidra USA, LLC, among the public records of the State of Florida.

Thank you for your assistance in this matter.

If you have any questions, please do not hesitate to contact me at (904) 321-6070

Truly yours,

FLUIDRA USA, INC.

By:

Stephen DeBevo

Name:

Stephen DeBevo

Title:

President

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**ARTICLES OF ORGANIZATION
OF
FLUIDRA USA, LLC
(a Florida limited liability company)**

**ARTICLE I
NAME**

The name of the limited liability company shall be **Fluidra USA, LLC** (the "Company")

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 8525 Mallory Road, Jacksonville, Florida 32220.

**ARTICLE III
DURATION**

The period of duration for the Company shall begin on the date of filing these Articles of Organization with the Florida Department of State, and the Company shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV
MANAGEMENT**

The management of the Company is reserved to its managers. There shall initially be three (3) managers.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's initial registered office in the State of Florida is c/o Mahoney Adams & Crister, P.A., 50 North Laura Street, 3300 Barnett Center, in the city of Jacksonville, county of Duval, Florida. The name of the Company's initial registered agent at that office is RAX CO.

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ARTICLE VI
AUTHORIZED PERSON

The powers of the undersigned person shall terminate upon filing of these Articles of Organization.

[Signatures on following page]

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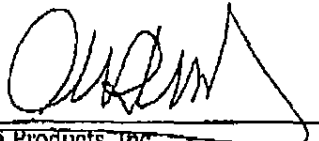
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 14th day of December, 2011.

By:


Aqua Products, Inc.
Authorized Representative

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the department of State constitutes a third degree felony as provided for in S.817.155, F.S.)

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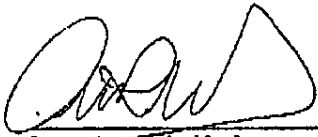
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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Sections 608.407 and 608.415 of the Florida Limited Liability Company Act, as amended from time to time, the undersigned submits the following statement in accepting the designation as registered agent of **FLUIDRA USA, LLC**, a Florida limited liability company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's articles of organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 14th day of December, 2011.



for and on behalf of
RAX CO
Registered Agent

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TALLAHASSEE, FLORIDA

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