

DEC 31 2013 2:27 PM

TRENAM KEMKER

NO 405

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Florida Department of State
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FLORIDA LIMITED LIABILITY CO.
POOL TROOPERS LLC

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**ARTICLES OF ORGANIZATION
OF
POOL TROOPERS LLC**

The undersigned authorized representative of a member hereby executes these Articles of Organization (the "Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

POOL TROOPERS LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

5015 W. Waters Ave., Suite A
Tampa, Florida 33634

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 101 East Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of the Company at such office shall be TK Registered Agent, Inc. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Operating Agreement

The power to adopt the operating agreement of the Company, to alter, amend or repeal the operating agreement of the Company, or to adopt a new operating agreement, shall be vested in the members of the Company. The operating agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the

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management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

ARTICLE VI

Initial Manager

The name and street address of the initial manager of the Company shall be:

Bay Area Pools and Spas, Inc.

5015 W. Waters Ave., Suite A
Tampa, Florida 33634

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ARTICLE VII

Initial Officers

The names and street addresses of the officers of the Company shall be:

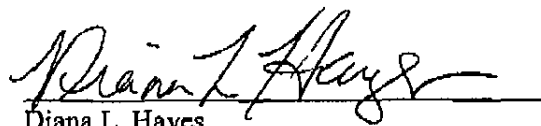
Garold F. Crayton III
5015 W. Waters Ave., Suite A
Tampa, Florida 33634

Chief Executive Officer

David J. Hahmann
5015 W. Waters Ave., Suite A
Tampa, Florida 33634

President

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes herein stated, this 31st day of December, 2013.


Diana L. Hayes
Authorized Representative of a Member

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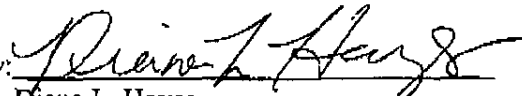
POOL TROOPERS LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 31st day of December, 2013.

TK REGISTERED AGENT, INC.

By: 
Diana L. Hayes

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