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MICHAEL A. WEEKS
WILTON L. WHITE

OF COUNSEL:
*WILLIAM J. PAYNE

August 14, 1998

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Pinnacle Pools, L.L.C.

Dear Sir/Madam:

Enclosed please find the following in connection with the above-referenced entity

1. Original and one copy of the Articles of Organization of Pinnacle Pools, L.L.C.
2. Original and one copy of the Affidavit of Membership and Contribution of Pinnacle Pools, L.L.C.; and
3. This firm's check in the amount of \$293.75, representing the filing fee and the fee for a Certificate of Status.

Please file the enclosed documents and return to us the stamped filed copy, together with a Certificate of Status.

Should you have any questions, please do not hesitate to call.

Sincerely,

Laraine C. Charbonneau
Laraine C. Charbonneau
Secretary to Wilton L. White

/lcc
Enclosures

198-2115

Name	PK 10-5
Availability	
Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 18, 1998

LARAINÉ C. CHARBONNEAU
MOYLE FLANIGAN KATZ KOLINS
P.O. BOX 3888
WEST PALM BEACH, FL 33401-4025

SUBJECT: PINNACLE POOLS, L.L.C.
Ref. Number: W98000018901

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DIVISION OF CORPORATIONS
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We have received your document for PINNACLE POOLS, L.L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Tammi Cline
Document Specialist

Letter Number: 498A00042925

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October 1, 1998

Tammi Cline
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 PM 2:06

Re: Pinnacle Pools, L.L.C.

Dear Ms. Cline:

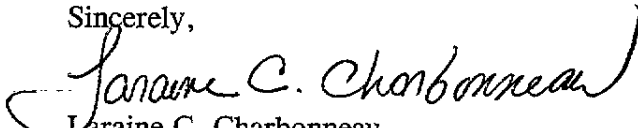
Enclosed please find the following in connection with the above-referenced entity:

1. Original and one copy of the Articles of Organization of Pinnacle Pools, L.L.C.;
2. Original and one copy of the Affidavit of Membership and Contribution of Pinnacle Pools, L.L.C.; and
3. Copy of your letter to me dated August 18, 1998, which is self explanatory.

Please file the enclosed documents and return to us the stamped filed copy, together with a Certificate of Status. Our check in the amount of \$293.75 which we originally submitted with our documents was never returned to us.

Should you have any questions, please do not hesitate to call.

Sincerely,


Laraine C. Charbonneau
Secretary to Wilton L. White

/lcc
Enclosures

**ARTICLES OF ORGANIZATION
OF
PINNACLE POOLS, L.L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 PM 2:06

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company is PINNACLE POOLS, L.L.C. ("Company").

ARTICLE II

This limited liability company shall have the perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated by law.

ARTICLE III

The mailing address and street address of the principal place of business of the Company is 6816 68th Way, West Palm Beach, FL 33409. The Company may at its discretion, at any time, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this Company is Wilton L. White, Esquire, 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida, 33401.

ARTICLE V

The management of this Company shall be vested in a managing member who shall serve until the first annual meeting of the members or until their successor has been duly elected. The

name and mailing address of the managing member ("Manager") is as follows: Tom Rice, whose address is 6816 68th Way, West Palm Beach, FL 33409.

ARTICLE VI

Additional members may be admitted to this Company upon such terms and conditions as may be established by the Manager.

ARTICLE VII

The business of this Company shall be dissolved 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 this Company, unless all the managers and a majority in interest of the remaining members consent to the continuation of the business of the Company within ninety days of the occurrence of any event which would otherwise terminate the existence of this Company.

ARTICLE VIII

The power to adapt, alter, amend or repeal the regulations of the Company shall be vested in the Manager. Regulations adopted by the Manager may be repealed or altered, new regulations may be adopted by the Manager and the Manager may prescribe that such regulations may not be altered, amended or repealed

ARTICLE IX

Informal Action of Members. Any action of the members may be taken without a meeting and consent in writing setting forth the action so taken shall be signed by all members who will be entitled to vote upon such action at a meeting and filed with the Manager as part of the Company's records.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 14th day of August, 1998.

By: [Signature]
Wilton White
Title: Authorized representative of Tom Rice

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 14th day of August, 1998, by Wilton White, authorized representative of Tom Rice, the managing member of PINNACLE POOLS, L.L.C., who is personally known to me, OR has produced _____ as identification.

(NOTARY



[Signature]
Notary Name: LARAIN C. CHARBONNEAU
Notary Public
Serial (Commission) Number _____
(If any) _____

I am familiar with and hereby acknowledge and accept the obligations of the Registered Agent for PINNACLE POOLS, L.L.C.

[Signature]
Wilton L. White, Esquire
Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION
OF PINNACLE POOLS, L.L.C.**

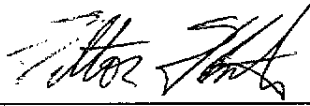
COMES NOW, PINNACLE POOLS, L.L.C., a Florida limited liability company (the "Company"), through its managing member, Tom Rice, who, pursuant to Florida Statute Section 608.407(2), deposes and says:

1. The Company has at least one member.
2. The amount of the cash capital contribution of the member(s) equals \$1,000.00.
3. The value of real property contributed by the member(s) is \$0.00.
4. The amount of cash and real property contributions and anticipated contributions of the member(s) is \$1,000.00.

FURTHER, Affiant sayeth not.

Dated: August 14th, 1998.

Managing Member:
Tom Rice

By: 
Wilton White
Authorized Representative of Tom Rice

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 PM 2:06

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 14th day of August, 1998, by Wilton White, authorized representative of Tom Rice, and who is personally known to me, ~~OR has produced~~ _____ as identification.

(NOTARY STAMP)


Notary Name: LARAIN C CHARBONNEAU
Notary Public
Serial (Commission) Number _____