


STATE OF ALABAMA)
SHELBY COUNTY)


20030116000033290 Pg 1/2 80.00
Shelby Cnty Judge of Probate, AL
01/16/2003 13:44:00 FILED/CERTIFIED

**ARTICLES OF ORGANIZATION
OF
SWIMMING POOL DISTRIBUTORS, LLC**

I, the undersigned, desiring to form a limited liability company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the limited liability company is Swimming Pool Distributors, LLC.
2. The existence of the limited liability company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and its duration shall be perpetual; provided, however, that the limited liability company shall be dissolved (a) upon the written consent of all of the members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.
3. The purpose for which this limited liability company is organized is to engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.
4. The location and mailing address of the initial registered office shall be 2245 Highway 32, Columbiana, Alabama 35051, and the name of the initial registered agent at said address shall be William J. Davis.

5. The name and mailing address of the initial member of the limited liability company is as follows:

NAME

MAILING ADDRESS

William J. Davis

2245 Highway 32
Columbiana, Alabama 35051

6. The members of the limited liability company shall have the right to admit additional members to the limited liability company, as provided in the Operating Agreement.

7. The limited liability company shall be managed by a manager who shall serve as manager until his successor is elected and qualified. The name and mailing address of the initial manager is as follows:

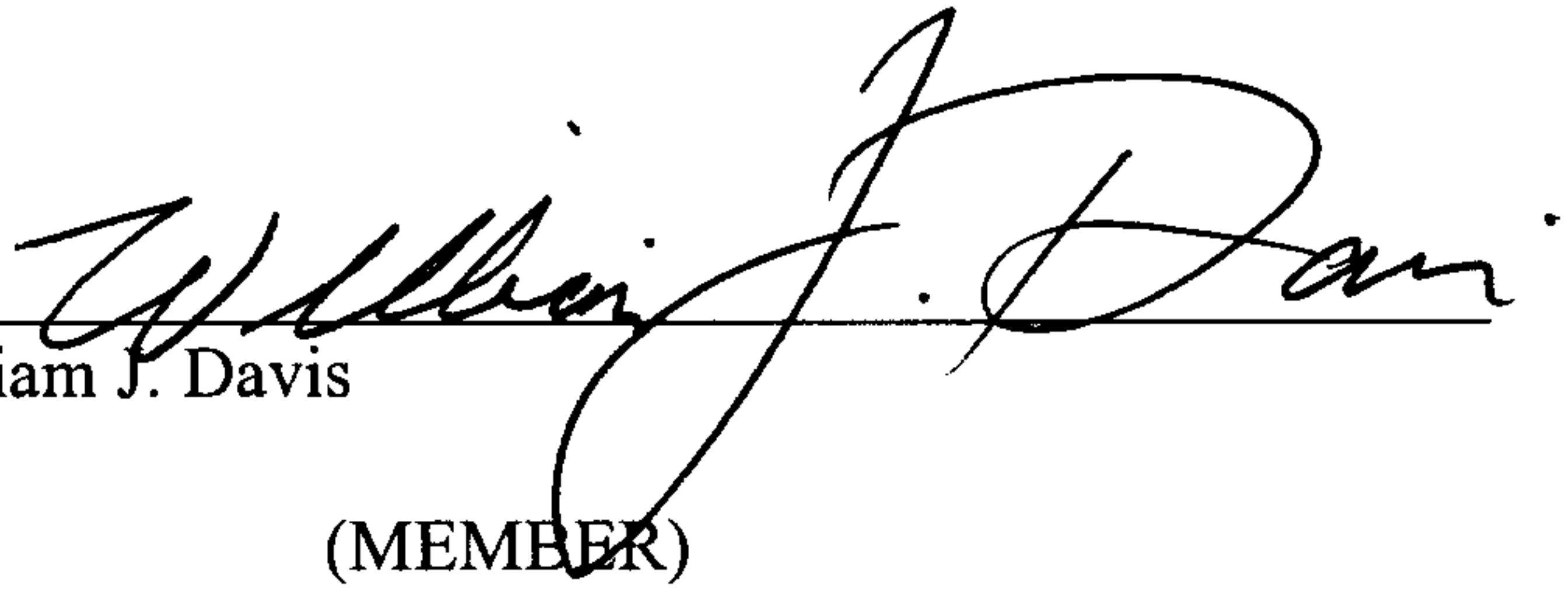
NAME

William J. Davis

MAILING ADDRESS

2245 Highway 32
Columbiana, Alabama 35051

IN WITNESS WHEREOF, the undersigned has affixed his hand and seal on this 16th day
of January, 2003.



William J. Davis
(MEMBER)

This instrument was prepared by:
Donald E. Johnson, Esq.
Sirote & Permutt, P.C.
P.O. Box 55727
Birmingham, Alabama 35255-5727

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