

G08444

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June 15, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Our File No. 96-21122
Herman L. Woodley - Poolco, Inc.

100002566881--4
-06/19/98--01134--005
*****35.00 *****35.00

Gentlemen:

Enclosed please find two (2) originally signed Articles of Amendment to the Articles of Incorporation for Poolco, Inc. A check in the amount of Thirty-Five and 00/100 (\$35.00) Dollars is also enclosed for the filing fee.

Please return a copy of the filed Articles of Amendment to the Articles of Incorporation to the undersigned.

Thank you.

Very truly yours,



Anne Marie La Ferla
Legal Assistant

FILED
98 JUN 19 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

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Amend.
6-26-98
cc

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
POOLCO, INC.

FILED
98 JUN 19 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1002, 607.10025 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Poolco, Inc., a Florida corporation ("Corporation"), Charter No. G-8444, are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is Poolco, Inc.

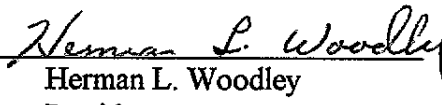
SECOND: The Articles of Incorporation shall be amended as follows:

Article IV

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

THIRD: The foregoing amendment was adopted by written consent of the shareholders and directors of the Corporation, constituting a sufficient number of votes for the amendment to be approved in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on May 27, 1998.

IN WITNESS WHEREOF, the undersigned, Herman L. Woodley, President, of the Corporation, has executed this instrument this 27 day of May, 1998.


Herman L. Woodley
President