

FILED
Mar 11, 1999 8:00 am
Secretary of State

03-11-1999 90244 011 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
 Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P96000012426

1. Corporation Name
 CLASS - A POOLS & SPAS, INC.



Principal Place of Business Mailing Address
 PO BOX 350814 PO BOX 350814
 PALM COAST FL 32137 PALM COAST FL 32137

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 02/06/1996

4. FEI Number: 59-3360125

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax: Yes No

9. Name and Address of Current Registered Agent

CONNER, TIMOTHY J
 1 FLORIDA PARK DR.
 SUITE 110
 PALM COAST FL 32137

ANTONIO AMARAL
 13 Utility Dr.
 Palm Coast, FL 32137

10. Name and Address of New Registered Agent

81 Name: Antonio Amaral Jr.
 82 Street Address (P.O. Box Number is Not Acceptable): 13 Utility Dr.
 83
 84 City: Palm Coast FL 85 Zip Code: 32137

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: Antonio Amaral Jr. DATE: 3-22-99

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD ANTONIO AMARAL, ANTHONY JR. <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AMARAL, ANTHONY JR.	1.2 NAME	
STREET ADDRESS	PO BOX 350814	1.3 STREET ADDRESS	
CITY-ST-ZIP	PALM COAST FL	1.4 CITY-ST-ZIP	
TITLE	TD ANTONIO AMARAL, ANTHONY SR. <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AMARAL, ANTHONY SR.	2.2 NAME	
STREET ADDRESS	2 CENTRAL PL	2.3 STREET ADDRESS	
CITY-ST-ZIP	PALM COAST FL	2.4 CITY-ST-ZIP	
TITLE	SD AMARAL, MARIA <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AMARAL, MARIA	3.2 NAME	
STREET ADDRESS	2 CENTRAL PL	3.3 STREET ADDRESS	
CITY-ST-ZIP	PALM COAST FL	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Antonio Amaral Jr. DATE: 1/14/99 904-446-3335

CR2E034 (1/198)