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BASIC AMENDMENT

POOL ACCENTS, INC.

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Amend  
JPM  
6/24/04

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LARRY CAIN

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FROM JOHN GIBSON TO LARRY CAIN

CORNELIUS ET AL  
LARRY CAIN

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0002  
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Amid # H04000131692  
**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
POOL ACCENTS, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**First Amendment:**

**ARTICLE VII  
Board of Directors**

This Corporation shall have Three director(s). The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

The name and address of the directors of this Corporation is:

Name and Address  
LARRY B. CAIN, PRESIDENT  
6950 LINGANORE ROAD  
FREDERICK, MD 21701

STEVEN W. CAIN, VICE PRESIDENT  
13237 KARLA COVE LANE  
JACKSONVILLE, FL 32225

EMORY JOSEPH CAIN, U. SECRETARY  
13237 KARLA COVE LANE  
JACKSONVILLE, FL 32225

The Adoption of Amendment(s) was/were adopted by the board of directors on June 23, 2004 without shareholder action and shareholder action was not required.

Signed on June 23, 2004.

Signature

  
LARRY B. CAIN, PRESIDENT/DIRECTOR

\*This form was prepared with the assistance of CourtAccess Centers of America Inc., a non-lawyer located at 3249 W Cypress St., Suite C, Tampa, FL 33607, 813-875-1333.

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