

229333

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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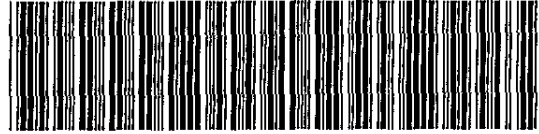
(Business Entity Name)

(Document Number)

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04 DEC 29 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*1-6-05  
all Amend*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Florida Bonded Pools, Inc.

**DOCUMENT NUMBER:** 229333

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeffrey B. Clarkson

(Name of Contact Person)

Florida Bonded Pools, Inc.

(Firm/ Company)

8608 Beach Boulevard

(Address)

Jacksonville, Florida 32216

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Jeffrey B. Clarkson

(Name of Contact Person)

at ( 904 ) 641-5265

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

\$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Articles of Amendment  
to  
Articles of Incorporation  
of

Florida Bonded Pools, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

229333

(Document number of corporation (if known))

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See Attached.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A - Contained in the Amendment

(continued)

The date of each amendment(s) adoption: December 28, 2004

Effective date if applicable: December 28, 2004  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

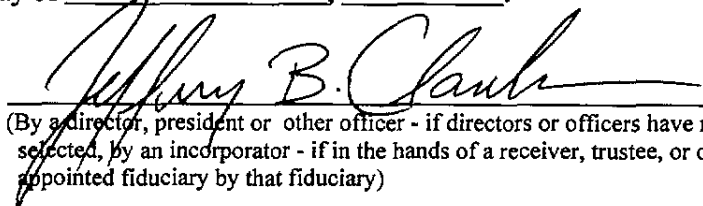
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28th day of December, 2004.

Signature

  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jeffrey B. Clarkson

(Typed or printed name of person signing)

President

(Title of person signing)

**FILING FEE: \$35**

**AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
FLORIDA BONDED POOLS, INC.**

By unanimous written consent on December 28, 2004, pursuant to F. S. §607.0704 and §607.0821 and §607.1003 and in compliance with the provisions of the Articles of Incorporation of Florida Bonded Pools, Inc. (the "Corporation"), providing for the amendment of the Corporation's Articles of Incorporation, which unanimous consent was sufficient for the approval of an amendment to the Corporation's Articles of Incorporation, all of the directors and stockholders of the Corporation approved and adopted the following amendment to its Articles of Incorporation by which is amended in whole to read as follows effective as of December 28, 2004, or the date of the filing of this amendment with the Florida Department of State, whichever shall be the earlier:

Article III  
Capital Stock

Section III.1 Authorized Capital. The maximum number of shares of capital stock which this Corporation is authorized to have outstanding at one time is 200 shares of voting common stock having a par value of \$10.00 per share and 1,800 shares of non-voting common stock having a par value of \$10.00 per share.

Section III.2 Voting Common Stock. The shares of voting common stock shall have the following characteristics:

- (i) Except as otherwise specifically provided herein, the holders of shares of the voting common stock shall have all the rights and privileges granted generally to the holders of the common stock of a corporation by the laws of the State of Florida and shall have the right to vote on all matters coming before meetings of the stockholders of the Corporation or otherwise required by applicable law to be presented to the Corporation's stockholders for a vote.
- (ii) The holders of shares of voting common stock shall be entitled to one vote on matters presented to stockholders for each share of such stock held.

Section III.3 Non-Voting Common Stock. The shares of non-voting common stock shall have the same characteristics as the shares of voting common stock except that the holders of the non-voting common stock shall be entitled to no vote on any matter coming before meetings of the stockholders of the Corporation or otherwise required by applicable law to be presented to the Corporation's stockholders for a vote.

Section III.4 All Capital Stock. All of the shares of the Corporation's voting and non-voting common stock shall have the following characteristics:

- (a) No holder of any share of the voting or non-voting common stock of the Corporation shall have any preemptive or preferential rights of subscription to any shares of stock of the Corporation of any kind, class, or series, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold.
- (b) The Board of Directors shall have no right to call for redemption any portion of the voting or non-voting common stock of the Corporation except in pursuance of a plan of complete liquidation; however, the Board of Directors may receive and accept offers to the Corporation by holders of voting or non-voting common stock for redemption at such values and upon such terms and conditions as the Board of Directors and such offering stockholders shall mutually determine. In the event the Board of Directors shall agree with a stockholder to redeem any shares of voting or non-voting stock of the Corporation, no other holder of shares of such stock not so redeemed shall have any right to demand that any of his shares of such stock also be redeemed.
- (c) Upon any complete liquidation of the Corporation, each holder of voting and non-voting common stock shall be entitled to the distribution to him of his allocable share of the assets of the Corporation remaining after the satisfaction of all liabilities of the Corporation.

Section III.5 Exchange of Stock. As of the effective date of this amendment, each share of the issued and outstanding \$10.00 par value common stock of the Corporation held by its stockholders shall be deemed converted into and exchanged for one-tenth (.1) of a share of \$10.00 par value voting common stock and nine-tenths (.9) of a share of \$10.00 par value non-voting stock.

Section III.6 Restrictions on Transfer of Stock. The stockholders may, by bylaw provision or by stockholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

IN WITNESS WHEREOF, this amendment has been executed on behalf of the Corporation by its President the 28<sup>th</sup> day of December 2004, effective as hereinabove stated.

FLORIDA BONDED POOLS, INC.

By Jeffrey B. Clarkson  
Jeffrey B. Clarkson, President

STATE OF FLORIDA     )  
  )  
COUNTY OF DUVAL    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared Jeffrey B. Clarkson (known to me) who executed the foregoing document in his respective capacity as President of FLORIDA BONDED POOLS, INC., and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 28<sup>th</sup> day of December, 2004.



Alice B. Holt  
NOTARY PUBLIC State of Florida

Print name: Alice B. Holt

My Commission Expires: 7/17/05