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March 18, 1999

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*****35.00 *****35.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Bay Area Pools and Spas, Inc.

Dear Sir or Madam:

Enclosed herewith for filing please find Articles of Amendment to the Articles of Incorporation in connection with the above-referenced corporation. Also enclosed is our check, in the amount of \$35.00, to cover our filing fee.

Should you need anything further, please do not hesitate to contact me.

Very truly yours,

LANGFORD & HILL, P.A.

Ed Hill

Edward A. Hill

EAH/mjw
Enclosures

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99 MAR 22 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Amend
TLL MAR 22 1999

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
BAY AREA POOLS AND SPAS, INC.

FILED
99 MAR 22 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the Corporation is **BAY AREA POOLS AND SPAS, INC.**

2. The following amendment to the Articles of Incorporation was adopted by the Shareholders of the Corporation on December 15, 1998 in the manner prescribed by the Florida Business Corporation Act:

Article III, is hereby amended to read as follows:

Article III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten thousand (10,000) shares of common stock of a nominal or par value of Ten Dollars (\$10.00) per share.

3. The shares of the Corporation issued and outstanding at the time of adoption was 1,000 shares and the number of shares entitled to vote thereon was 1000.

4. The number of shares voted in favor of such amendment was 1000 Shares and the number of shares voted against such amendment was zero.

5. The number of votes cast by the Shareholders of the Corporation in favor of the foregoing Amendment to the Articles of Incorporation was sufficient for approval.

DATED this 4th day of January, 1999.

ATTEST:

Dell Murdock
Dell Murdock, Secretary

BAY AREA POOLS AND SPAS, INC.

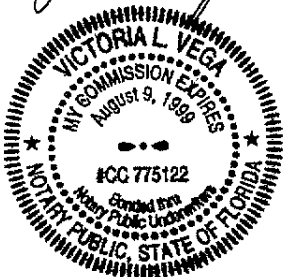
By: [Signature]
Garold F. Crayton, III,
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Garold F. Crayton, III, as President, and Dell Murdock as Secretary, of BAY AREA POOLS AND SPAS, INC., a Florida corporation, who are personally known to me or who have produced Florida driver's licenses _____ and _____ as identification, and acknowledged they executed the foregoing on behalf of the Corporation.

WITNESS my hand and official seal the 4th day of

January, 1999.



Victoria L. Vega
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Victoria L. Vega
(Type/print name of Notary)

#CC 775122
(Serial number, if any)

My Commission Expires:

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