

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION

The undersigned officer of the corporation described herein hereby submits the following amendment to the corporation's Articles of Incorporation to the Florida Secretary of State:

1. The date of incorporation of the corporation:

August 24, 1982

2. The name of the corporation before amendment:

Dixie Pools & Spas, Inc.

3. The name of the corporation after amendment:

Dixie Pools & Spas, Inc.

4. The text of the amendment as adopted is as follows:

ARTICLE III - This corporation to issue Fifty Thousand (50,000) shares of common stock, each share having a par value of One Cent (\$0.01).

5. The date of adoption of the amendment was:

August 24, 1999

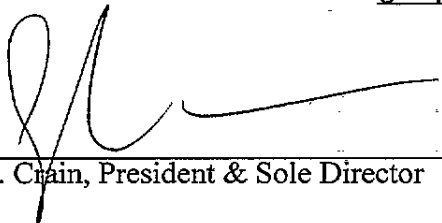
6. The amendment was adopted by:

Corporate resolution by the board of directors and Shareholder.

7. These amendments will be effective upon filing.

The manner of the adoption of the article of amendment and the vote by which they were adopted constitute full legal compliance with the provisions of applicable law, the corporation's articles of incorporation, and the corporation's bylaws.

I hereby verify subject to the penalties of perjury that the statements contained are true this 24 day of August, 1999.



James R. Crain, President & Sole Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA