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TASO M. MILONAS, P.A.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Taso M. Milonas, J.D., LL.M.
Board Certified Tax Lawyer

October 5, 2000

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

300003421833--6
-10/11/00--01060--005
****148.75 *****13.75
35.00

Re: 130 N. Tamiami Trail Corporation, Elite-Weiler Pools, Inc. and Marjon
Sarasota, Inc.

Dear Sir or Madam:

Enclosed for filing are the originals and one copy each of the following:

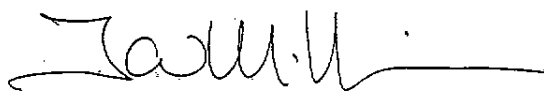
1. Articles of Incorporation of 130 N. Tamiami Trail Corporation;
2. Articles of Amendment to Articles of Incorporation of Elite-Weiler Pools, Inc.; and
3. Articles of Amendment to Articles of Incorporation of Marjon Sarasota, Inc.

Also enclosed is check #036609 in the amount of \$148.75 to cover the cost of filing.
Please return a date-stamped copy of each of the documents to us in the enclosed envelope.

If you have any questions, please do not hesitate to call me at (941) 366-7773.

Sincerely,

Amend
10-17-00
DMS



Taso M. Milonas

TMM/kf
Enclosures

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ELITE-WEILER POOLS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELITE-WEILER POOLS, INC. (the "Corporation"), a for profit corporation organized and existing under the laws of the State of Florida, in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on the 16th day of January, 1986, with an effective date of the 9th day of January, 1986, under the name "Elite Pools, Inc.," and were subsequently amended on the 13th day of May, 1993.

2. The amendment to the existing Articles of Incorporation being effected hereby is a change in the capital structure of the Corporation as it exists as of the date hereof to two classes of common stock, as set forth in the Agreement and Plan of Reorganization of Elite-Weiler Pools, Inc., attached hereto as Exhibit "A".

3. These Articles of Amendment were unanimously approved by joint written action of the directors and the stockholders of the Corporation the 31st day of May, 2000.

4. After payment of all required taxes and fees, these Articles of Amendment are to be effective immediately upon filing with the Secretary of State of the State of Florida, at which time the capital structure of the Corporation shall be as follows:

Capital Structure

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock having a par value of one dollar (\$1.00) per share, consisting of two classes as follows: (i) 2,000 shares of voting common stock to be designated the "Class A" stock; and (ii) 8,000 shares of nonvoting common stock to be designated the "Class B" stock. Except as otherwise provided above, each class of stock shall be identical to the other.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to Articles of Incorporation to be executed by its President this 21st day of May, 2000.

ELITE-WEILER POOLS, INC.

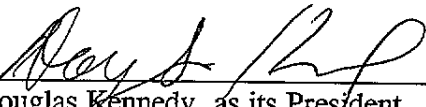
By: 
Douglas Kennedy, as its President

EXHIBIT A

JOINT WRITTEN ACTION
OF THE
BOARD OF DIRECTORS AND STOCKHOLDERS
OF
ELITE-WEILER POOLS, INC.

JOINT WRITTEN ACTION
OF THE
BOARD OF DIRECTORS AND STOCKHOLDERS
OF
ELITE-WEILER POOLS, INC.

The undersigned, being all of the directors and stockholders of ELITE-WEILER POOLS, INC. (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions pursuant to the provisions of Sections 607.0704 and 607.0821, Florida Statutes:

Plan of Reorganization

WHEREAS, the Corporation recognizes that the past, present and future successes of the Corporation are largely attributable to the continuing and tireless efforts of current management; and

WHEREAS, the Corporation further recognizes that current management will not be willing and/or able to manage the Corporation indefinitely into the future; and

WHEREAS, the Corporation would like to promote the interests of the Corporation by allowing selected officers and certain other key employees to acquire a proprietary interest in the Corporation; and

WHEREAS, acquiring a proprietary interest in the Corporation will allow selected officers and certain other key employees to participate in the future growth and success of the Corporation, thereby helping to instill in these individuals a deeper sense of loyalty toward the Corporation and help develop a pool of talent from which future management can be selected; and

WHEREAS, the Corporation would like to insure the continuity of current management as long as they are willing and able to do so;

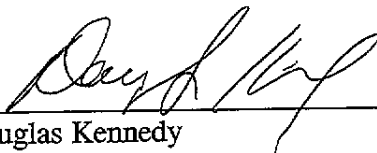
NOW, THEREFORE, BE IT RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to enter into that certain Agreement and Plan of Reorganization attached hereto as Exhibit "A."

Further Action

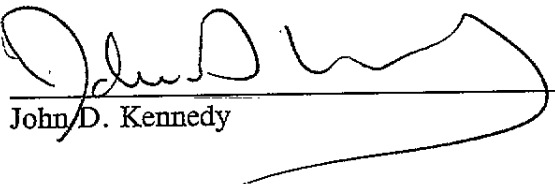
RESOLVED, that the proper officers of this Corporation be, and they hereby are, authorized and directed in the name of and on behalf of this Corporation and under its corporate seal, or otherwise, to take such additional actions as they deem necessary or

appropriate to carry out the intent and accomplish the purposes of the foregoing resolutions.

DATED this 31st day of May, 2000.



Douglas Kennedy



John D. Kennedy