

J32258

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P. O. BOX 3269 • SARASOTA, FLORIDA 34230

JOHN C. DENT, JR.
JOHN F. COOK
ROBERT K. ROBINSON
JOHN W. CHAPMAN, JR.

May 6, 1997

Florida Department of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

000002171090--0
-05/08/97--01053--013
*****35.00 *****35.00

Re: Rainbow Pools of Sarasota, Inc.

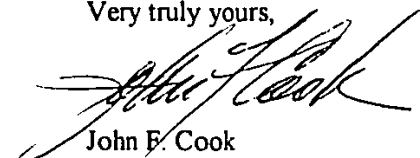
Dear Sir or Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation of Rainbow Pools of Sarasota, Inc., changing its name to "SJA/SARASOTA, INC.", together with our check in the amount of \$35.00 to cover the filing fee. Please return a stamped file copy of the Articles. A photocopy of the instrument, together with a self-addressed stamped envelope is provided for your convenience.

Also, enclosed herewith is the application for name reservation, allowing LM Noll Corporation to reserve the name "Rainbow Pools of Sarasota, Inc." immediately upon your allowance of your filing of these Articles of Amendment. If, for any reason, you are unable to record the Articles of Amendment due to unavailability of the "SJA/SARASOTA, INC." name, please return the entire package to my attention.

Thank you for your cooperation in this matter.

Very truly yours,



John F. Cook
JFC/mc
Enclosures

cc: Thomas C. Valentine, Esquire
Sylvester J. Arnold, Rainbow Pools

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -8 AM 8:30

nc
MAY 16 1997

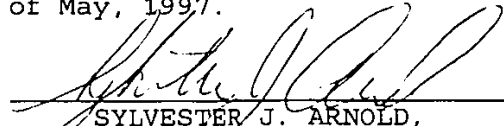
FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 MAY -8 AM 8:30

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
RAINBOW POOLS OF SARASOTA, INC.
(A Florida corporation for profit)

In accordance with the provisions of Sections 607.1001, et seq., Florida Statutes, the Articles of Incorporation of RAINBOW POOLS OF SARASOTA, INC., a Florida corporation for profit, (hereinafter the "Corporation"), were amended by unanimous vote of the sole Shareholder and sole Director, in lieu of a meeting, pursuant to Section 607.0704 and Section 607.0821, Florida Statutes. This amendment to the Articles was adopted and ratified by the unanimous vote of the sole Director and sole Shareholder and is further evidenced by the execution of this instrument hereinbelow. The number of votes cast by the Shareholders for the amendment was sufficient for approval. The text of the amendment adopted and approved May 1, 1997 is set forth as follows:

"The name of the corporation is hereby changed
from RAINBOW POOLS OF SARASOTA, INC. to SJA/SARASOTA,
INC."

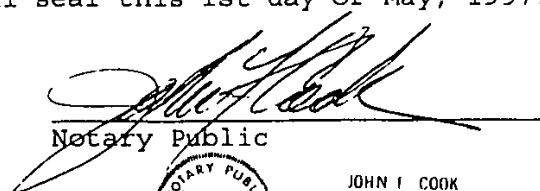
IN WITNESS WHEREOF, the undersigned, being the sole Shareholder and sole Director of the Corporation, has hereunto affixed his signature this 1st day of May, 1997.


SYLVESTER J. ARNOLD,
as Sole Shareholder and Sole
Director of the Corporation
President

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared SYLVESTER J. ARNOLD to me known to be the person described as the sole Shareholder and sole Director of RAINBOW POOLS OF SARASOTA, INC. and who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of May, 1997.


Notary Public



JOHN I. COOK
My Comm Exp. Mar 16, 1999
Comm. No. CC 446026
Bonded thru Picard Ins. Agcy.

My Commission Expires: