

K84354

PARADISE POOLS

2330 N. WICKHAM RD. UNIT 10
MELBOURNE, FLORIDA 32935

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

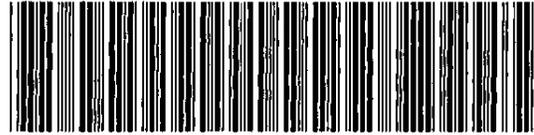
(Business Entity Name)

(Document Number)

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08 APR 28 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

G. Coullatte MAY 02 2008

Articles of Amendment
to
Articles of Incorporation
of

Paradise Pools Supply & Service Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

K 84354
(Document number of corporation (if known))

FILED
08 APR 28 PM 2:22
SECRETARY OF STATE
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)

Article VI - Delete Terrence J. Betten as an officer & director
Add Jeffery J. Joseph as a director
Add Jeffery J. Joseph as Vice President
Change Carol L. Joseph to President and Sec/Treas.

Article IV - Common Stock

CAROL L. JOSEPH 60 Shares
Jeffery J. JOSEPH 40 Shares

(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)

The date of each amendment(s) adoption: 4/1/08

Effective date if applicable: 4/1/08
(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.

Signature Carol L. Joseph, Sec. Treas.
(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)

CAROL L. JOSEPH
(Typed or printed name of person signing)

President; Sec. Treas.
(Title of person signing)

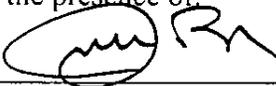
STOCK POWER

FOR VALUE RECEIVED, I, **TERRENCE J. BETTEN**, hereby sell, assign and transfer unto **PARADISE POOLS SUPPLY & SERVICE, INC.**, a Florida corporation, forty (40) shares of the capital stock of **PARADISE POOLS SUPPLY & SERVICE, INC.**, a Florida corporation, standing in the name of **TERRENCE J. BETTEN** on the books of said corporation represented by certificate number 1 herewith, and does hereby irrevocably constitute and appoint Joel E. Boyd, attorney, to transfer said shares of stock on the books of said corporation with full power of substitution in the premises.

Dated March 31, 2008.



TERRENCE J. BETTEN

In the presence of:




**WRITTEN CONSENT OF THE DIRECTORS AND
SHAREHOLDERS OF PARADISE POOLS SUPPLY & SERVICE, INC.
TO ACTION IN LIEU OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS AND SHAREHOLDER OF
PARADISE POOLS SUPPLY & SERVICE, INC. PURSUANT TO SECTIONS
607.0821 AND 607.0704 OF THE FLORIDA STATUTES**

The undersigned, being all of the Directors and Shareholders of **PARADISE POOLS SUPPLY & SERVICE, INC.**, a Florida corporation, (hereinafter referred to as the "Corporation"), hereby consent to, authorize, adopt, and approve the following corporate actions and resolutions by written consent in lieu of a special meeting of the Directors and Shareholders of the Corporation pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes:

RESOLVED, that the directors and shareholders of the Corporation hereby approves and ratifies the purchase by **CAROL L. JOSEPH** of forty (40) shares of the capital stock of the Corporation currently owned by **TERRENCE J. BETTEN** pursuant to the Stock Purchase Agreement executed March 31, 2008 between **CAROL L. JOSEPH**, as Purchaser, **PARADISE POOLS SUPPLY & SERVICE, INC.**, a Florida corporation, as Corporation, and **TERRENCE J. BETTEN**, as Shareholder; and

RESOLVED, that the Corporation hereby accepts the resignation of **TERRENCE J. BETTEN**, as Director and President of the Corporation, effective immediately; and

RESOLVED, that **CAROL L. JOSEPH** is hereby elected to serve as the sole director of the Corporation for the ensuing year and until his successor is duly elected and qualified; and

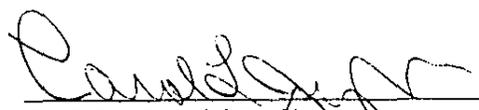
RESOLVED, that **CAROL L. JOSEPH** is hereby elected to serve as President, Secretary and Treasurer of the Corporation. effective immediately; and

RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed to do and perform all such acts as shall be necessary in order to effectuate the intent and purpose of the foregoing resolutions.

Dated the 31st day of March, 2008.



TERRENCE J. BETTEN
Director/Shareholder



CAROL L. JOSEPH
Director/Shareholder