

M02000002512

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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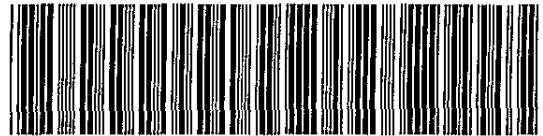
(Business Entity Name)

(Document Number)

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MARGARET A. WHARTON, P.A.

ATTORNEY AT LAW

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OVIEDO, FLORIDA 32762-1172

June 12, 2003

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Orlando Pools and Spas, L.L.C.

To Whom it May Concern:

I have enclosed the original and a copy of the Articles of Amendment to Articles of Incorporation of Orlando Pools and Spas, L.L.C., along with a check in the amount of \$35.00 for filing fees.

Thank you for your attention to this matter.

Sincerely,


Lisa Wharton

Enc: as noted

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 23, 2003

LISA WHARTON
MARGARET A. WHARTON, P.A.
PO BOX 621172
OVIEDO, FL 32762-1172

SUBJECT: KB HOME ORLANDO POOLS AND SPAS LLC
Ref. Number: M02000002512

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DIVISION OF CORPORATIONS
03 AUG 12 AM 8:46

We have received your document for KB HOME ORLANDO POOLS AND SPAS LLC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a Florida Limited Liability Company, but your entity is a Foreign Limited Liability Company. Please complete and return the enclosed blank form(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 703A00038233

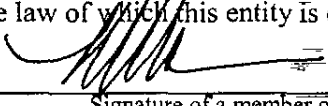
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: KB Home Orlando Pools & Spas, LLC
2. Jurisdiction of its organization: DELAWARE
3. Date authorized to do business in Florida: 10/2002

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 2-4-03
5. New name of the limited liability company: Orlando Pools and Spas, LLC
6. If the amendment changes the period of duration, indicate new period of duration: N/A
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: N/A
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: N/A
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

MARGARET A WHARTON
ATTORNEY FOR
WILLIAM B. EVANS

MARGARET A WHARTON
Typed or printed name of signee

Filing Fee: \$25.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF

KB HOME ORLANDO POOLS AND SPAS, LLC

1. Name of Limited Liability Company: KB HOME ORLANDO POOLS AND SPAS, LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows: TO CHANGE THE NAME TO "ORLANDO POOLS AND SPAS, LLC"

[set forth amendment(s)]

IN WITNESS WHEREOF, the undersigned have executed this Certificate on
the 4th day of February, A.D. 2003.

By: W.B.E.

Authorized Person(s)

Name: WILLIAM B. EVANS, PRESIDENT

Print or Type

**WRITTEN CONSENT OF MEMBERS
TO ACTION IN LIEU OF MEETING
OF ORLANDO POOLS AND SPAS, LLC**

Pursuant to the laws of the State of Delaware and the Limited Liability Agreement of this company, the undersigned, constituting all of the members of KB HOME ORLANDO POOLS AND SPAS, a Delaware limited liability company (the "Company") hereby consent in writing to and do hereby adopt the following resolutions on behalf of this Company as of January 31, 2003, to-wit:

RESOLVED, that all of the officers and directors of the company, including but not limited to Mark Ezzard, George O. Glance, Albert Z. Praw, Kelly Allred, Domenico Cecere, William R. Hollinger, Kimberly N. King, Cory F. Cohen, Barton P. Pachino, Nancy Schwappach and Victor Toledo be discharged and terminated effective immediately, and it is further

RESOLVED, that WILLIAM B. EVANS be, and he is hereby elected as President of the Company, and DON KING be, and he is hereby elected as Vice President, Secretary and Treasurer of the Company, effective immediately, and it is further

RESOLVED, that the Company immediately take the necessary steps to change its name to "Orlando Pools and Spas", and William B. Evans and Don King are hereby authorized to execute and deliver such documents as may be necessary in order to notify the proper governmental authorities of the change of Company name, and it is further

RESOLVED, that the Company immediately transfer and assign all of its assets to AMERICAN POOLS & SPAS, INC., a Florida corporation, so long as such Corporation assumes all of the liabilities of the Company and otherwise in accordance with the terms and conditions of the Assignment and Assumption Agreement effective February 1, 2003.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of the 31st day of January, 2003.



WILLIAM B. EVANS



DON KING

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
KB HOME ORLANDO POOLS AND SPAS, LLC**


Having complied with all the requirements of law relative to amending its Articles of Organization, KB HOME ORLANDO POOLS AND SPAS, LLC, a Delaware limited liability company, organized and existing under the laws of the State of Delaware, having been filed with the Secretary of State, the undersigned hereby certifies that pursuant to unanimous consent (in lieu of a meeting) of its Directors and Members dated February 1, 2003, the following amendment was approved by unanimous consent of all Directors and Members entitled to vote which was sufficient for approval and was made to its Articles of Organization effective upon the filing of these Articles of Amendment to Articles of Organization of KB Home Orlando Pools and Spas, LLC, with the Florida Secretary of State.

ARTICLE I

The name of the company shall be "ORLANDO POOLS AND SPAS, LLC".

IN WITNESS WHEREOF, we have hereunto set our hands and seals as of this 1st day of February, 2003.

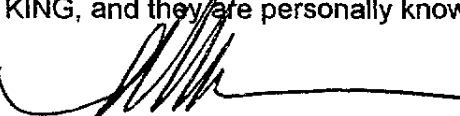

WILLIAM B. EVANS, Member/Director


DON KING, Member/Director

STATE OF FLORIDA
COUNTY OF SEMINOLE

THIS INSTRUMENT was sworn to and acknowledged before me on this 5th day of February, 2003, by WILLIAM B. EVANS and DON KING, and they are personally known to me.

(SEAL)


NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

