

P01000057741

TRANSMITTAL LETTER

FILED

01 AUG 27 AM 9:28

PROFESSIONAL ACCOUNTING & TAX SOLUTIONS, INC.
499 East Palmetto Park Road
Suite 207
Boca Raton, FL 33432
Telephone (561)-338-5158
Fax (561)-338-5081

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 2nd 2001

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

600004557836--0
-08/27/01--01085--023
*****43.75 *****43.75

Re: ALPHA POOL & SPA, INC.(AMENDMENT)

Dear Clerk:

Enclosed is the original and one (1) copy of the Articles of incorporation for the above referenced corporation. Accordingly, the filing fee is enclosed.

Please return all correspondences concerning this matter to the above address. Additionally, should you need to call someone concerning this matter, please call the undersigned at the above telephone number.

Cordially Yours,

Monique Troncone

Enclosures

Amend
8-30-01
BKS

ARTICLES OF AMENDMENT

FILED

TO

01 AUG 27 AM 9:28

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

ALPHA POOL & SPA, INC.

ALPHA POOL & SPA, INC.

(present name)

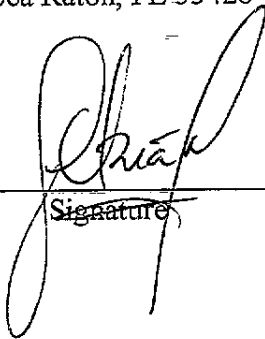
P-01000057741-1/1

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(Article number VII being amended, added)*

GENERAL MANAGER: JAVIER G. URIA
10328 Boca Entrada Blvd.
Boca Raton, FL 33428



Signature

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: August 21, 2001

FOURTH: Adoption of Amendment(s) (**CHECK ONE**)

- The amendment(s) was/were approved by shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

Signed this 21 day of August, 2001.

Signature [Signature]
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

LUIS HERRERA
(Typed or Printed name)

PRESIDENT
(Title)