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PAULICH, SLACK & WOLFF, P.A.
Attorneys at Law

July 23, 2002

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

000006654550--0
-07/25/02--01026--004
*****35.00 *****35.00

RE: Fun Time Pool Services, Inc.

Dear Sir/Madame:

Enclosed please find an original and one copy of the Articles of Amendment to Articles of Incorporation to be filed with your office, along with a check in the amount of \$35.00 made payable to the Florida Department of State. Please return a file stamped copy to our office in the enclosed postage prepaid envelope.

Thank you for your assistance in this matter.

Sincerely yours,

PAULICH, SLACK & WOLFF, P.A.

Patty L. Williams

Patty L. Williams, secretary to
Jerald R. Pitkin

JRP:plw

Enclosures

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*7/31/02
Amend
sf*

FILED
02 JUL 25 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JERALD R. PITKIN

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FUN TIME POOL SERVICES, INC.**

**FILED
02 JUL 25 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1006, Florida Statutes, FUN TIME POOL SERVICES, INC. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: ARTICLE IX is amended to state that the corporation shall have five (5) officers and one (1) director. The name and street address of the director and officer, who shall hold office of the corporation, or until a successor is elected or appointed shall be:

Jorge L. Torres 25381 Fairway Dunes Court Bonita Springs, Florida 34135	President, Secretary, Treasurer, Director
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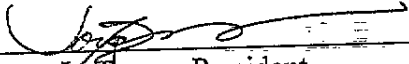
Jorge O. Torres 25381 Fairway Dunes Court Bonita Springs, Florida 34135	Vice President
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Gary M. Rubin 3620 Saybrook Place Bonita Springs, Florida 34135	Vice President
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SECOND: The foregoing Amendment to the Articles of Incorporation was approved by unanimous consent of the Shareholders and Directors, and adopted by the Shareholders and Directors entitled to vote, on the 18th day of July 2002, in the manner proscribed by the Florida Corporation Act.

THIRD: This Amendment shall be effective immediately upon filing with the Department of State of Florida.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment on this 18th day of July 2002.

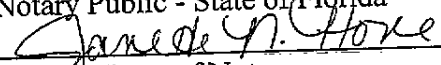


Jorge L. Torres, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18th day of July 2002, by Jorge L. Torres, President, President of Fun Time Pool Services, Inc., a Florida corporation, on behalf of the corporation, who is () personally known to me or who (X) produced drivers license as identification.

Notary Public - State of Florida



Printed Name of Notary

My Commission Expires:



Janette N Hone

My Commission CC864694

Expires August 19, 2003