P02000072314

The Pool Professors, Inc.
PO Box 61542
St. Petersburg, Fl 33784

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NEW FILINGS	AMENDMENTS SEE 23	-
Profit	Amendment	
Not for Profit	Resignation of R.A., Officer/Director	**
Limited Liability Domestication	Change of Registered Agent Dissolution/Withdrawal	
Other	Merger	
OTHER FILINGS	REGISTRATION/QUALIFICATION	u 18- d- 1
	Foreign	-
Annual Report Fictitious Name	Limited Partnership	2
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	Examiner's Initials	

CR2E031(7/97)

T BROWN AUG 2 8 2002

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



THE	Pool	PROFESSORS, INC.	
(present name)			
PO2000 72314 (Document Number of Corporation (If known)			
	(Docu	ment 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: (indicate article number(s) being amended, added or deleted)

1) Change title of Joseph M. Clark II to President 2) Remove Stephen James from list of Article VII Directors

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:

	4/20koo2
THIRD:	The date of each amendment's adoption:
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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)
	(voring group)
	action and shareholder action was not required.
	to the incorporators without shareholder action and
	Signed this 24h day of AUGUAST, 2002
Signature_	Alle Clark II - Resident or other officer if adonted by
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
l	OR .
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Joseph M. Clark II (Typed or printed name)
	Prosident (Title)