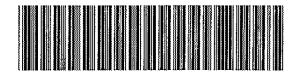
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Freestyle Pools & Spas of Tampa Bay, Inc.

301 Burbank Road Oldsmar, FL 34677 (813)855-4040-HILLSBOROUGH (727)466-9300-PINELLAS Fax:(813)854-1056

December 17, 2002

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

RE: Freestyle Pools and Spas of Tampa Bay, Inc.

Dear Sir:

Attached please find the Articles of Amendment to Articles of Incorporation of Freestyle Pools and Spas of Tampa Bay, Inc – Document Number P02000126826.

If you have any further questions, please contact Mark Osborne at 813-855-4040.

The mailing address is:

Freestyle Pools and Spas of Tampa Bay, Inc.

301 Burbank Road Oldsmar, FL 34677

Thank you.

Sincerely,

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Mark E. Osborne Secretary/Treasurer

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

FREEStyle Pools & SpAS of TAMPABAY, INC

(present name)

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)
ARTICLE V INITIAL OFFICERS/DIRECTORSROBERT L. OSBORNE - PRESIDENT MARK E. OSBORNE - SEC/TREASURER



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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:

THIRD: T	The date of each amendment's adoption: 12 1 2002			
FOURTH:	Adoption of Amendment(s) (CHECK ONE)			
E	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)			
	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.			
	Signed this 1st day of December . 2002 PECR & TI			
Signature_	By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)			
	OR OR			
	(By a director if adopted by the directors)			
	OR			
	(By an incorporator if adopted by the incorporators)			
	Mark Osbornet/S (Typed or printed name)			
	(Title)			