

P03000110275

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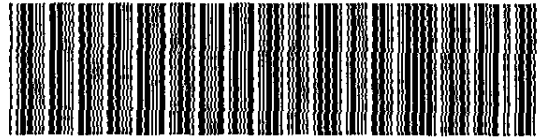
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Amendment to
Articles of Incorporation of

TIMELY POOLS, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P03000110275

(Document number of corporation, if known)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its articles of incorporation:

NEW CORPORATE NAME (if changing):

NA

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED- Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

This AMENDMENT Article #1
IS To be The Original List
of Officers.

#1 Michael T. Brown

150 PALM DR

VENICE, FL = is PRESIDENT,

DIRECTOR AND SECRETARY

of Doc # P03000110275

FEIN # 30-0214563

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

The date of each amendment(s) adoption: #1 12/17/03

Effective date, if applicable: 12/17/03
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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 17 day of December, 2003.

Signature Michael J. Brown P.D.S
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

MICHAEL T. BROWN
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35