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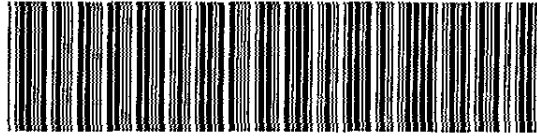
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Amend
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FISHER, BUTTS, SECHREST & WARNER, P.A.

Construction Law • Real Estate Closings • Trial Practice

Attorneys

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Gainesville, FL 32608
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Fax: (352) 373-5921
www.floridacstructionlaw.net

*Certified Circuit Court Mediator

January 26, 2004

VIA FEDERAL EXPRESS

Amendment Section
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32399

RE: Amended to Articles of Incorporation of Gator Professional Pools & Spas, Inc.
Document No.: P03000152927

Dear Sir/Madame:

Enclosed please find the original Amendment to Articles of Incorporation of Gator Professional Pools & Spas, Inc., together with our check in the amount of \$35.00.

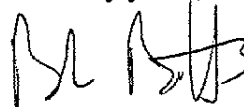
Please return all correspondence concerning this matter to the following:

Robert P. Butts, Esq.
Fisher, Butts, Sechrest & Warner, P.A.
5203 S.W. 91st Terrace, Suite D
Gainesville, FL 32608

For further information concerning this matter, please call:

Robert P. Butts, Esq. at (352) 373-5922.

Sincerely yours,



Robert P. Butts

RPB/slc

Encls.: Original Amendment to Articles of Incorporation
Check/\$35.00

AMENDMENT TO
ARTICLES OF INCORPORATION

OF

GATOR PROFESSIONAL POOLS & SPAS, INC.

Document No. P03000152927

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, *Florida Statutes*, this Florida Profit Corporation adopts the following amendment to its Articles of Incorporation.

Amendment to Article VIII, Initial Director.:

ARTICLE VIII. DIRECTORS AND OFFICERS.

The names and addresses of the Directors and Officers of this Corporation are:

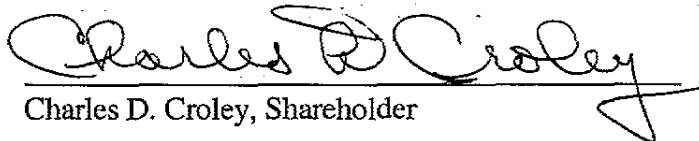
Charles D. Croley	President and Director
2201 N.W. 20 th Terrace	
Gainesville, FL 32605	

Cole R. Croley	Vice President and Director
4117 S.W. 20 th Avenue	
Apartment No. 268	
Gainesville, Florida 32607	

The persons named as Directors and Officers shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

This Amendment was approved by the shareholders. The number of votes cast for this Amendment by the shareholders was sufficient for approval.

Signed this 26 day of January, 2004, by all of the shareholders.


Charles D. Croley, Shareholder


Cole R. Croley, Shareholder