

P040000 10421

Florida Department of State
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BARRIOS POOL SERVICES CORP.

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October 10, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BARRIOS POOL SERVICES CORP.
2290 NW 91 STREET
MIAMI, FL 33147US

SUBJECT: BARRIOS POOL SERVICES CORP.
REF: P04000010421

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please check the appropriate box on the amendment form regarding the adoption of the amendment(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist

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P.O BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BARRIOS POOL SERVICES, CORP.
P04000010421**

A pursuant provision 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

The name of the company is being amended to read as follows:

FRESH WATER POOLS, INC.

SECOND: 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:

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THIRD: The date of each amendment's adoption:

10/10/06

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



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 10 day of October, 2006

Signature

Augusto Barrios

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Augusto Cesar Barrios

Typed or printed name

President

Title

H100000248044