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BASIC AMENDMENT

POOL ACCENTS, INC.

Certificate of Status	0
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Amend
JPM
6/24/04

JUN 24 2004 9:08AM HP LASERJET 3200
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CORNELIUS ET AL 301-620-0846
CORNELIUS ET AL.
LARRY B. CAIN

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Addit # H04000131692
**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
POOL ACCENTS, INC.**

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:

**ARTICLE VII
Board of Directors**

This Corporation shall have Three director(s). The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

The name and address of the directors of this Corporation is:

Name and Address
**LARRY B. CAIN, PRESIDENT
6950 LINGANORE ROAD
FREDERICK, MD 21701**

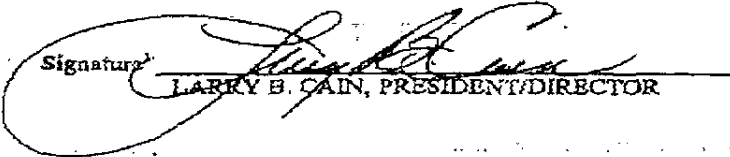
**STEVEN W. CAIN, VICE PRESIDENT
13237 KARLA COVE LANE
JACKSONVILLE, FL 32225**

**EMORY JOSEPH CAIN, U. SECRETARY
13237 KARLA COVE LANE
JACKSONVILLE, FL 32225**

The Adoption of Amendment(s) was/were adopted by the board of directors on June 23, 2004 without shareholder action and shareholder action was not required.

Signed on June 23, 2004.

Signature


LARRY B. CAIN, PRESIDENT/DIRECTOR

*This form was prepared with the assistance of CourtAccess Centers of America Inc., a non-lawyer located at 3249 W Cypress St., Suite C, Tampa, FL 33607, 813-875-1333.

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