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F.O. POOLS, INC.**

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

F. O. POOLS, INC.

Pursuant to the provisions of section 607,1006, Florida Statutes, this 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 VII: OFFICERS: THE NAME OF THE OFFICER SHALL NOW READ AS FOLLOWS:

		<u>% OF SHARES</u>
PRESIDENT-	FREDIS ORELLANA	50%
VICE-PRESIDENT-	VIDAL ORELLANA	25%
SECRETARY-	NAHUN E. ORELLANA	25%

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:

THIRD: The date of each amendment's adoption: Tuesday, July 17, 2012

FORTH: Adoption of Amendment(s) (check one)

-- The amendment(s) were approved by the directors the number of votes cast for the Amendment(s) were sufficient for approval.

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~~--- 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.~~

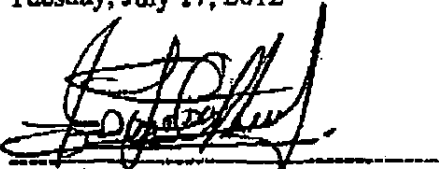
(voting group)

☒ 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 shareholders action was not required.~~

There being no further business requiring shareholder's action or consideration, and upon motion duly made, seconded and carried, the meeting was adjourned.

Tuesday, July 17, 2012



FREDIS ORELLANA
PRESIDENT



VIDAL ORELLANA
VICE-PRESIDENT



NAHUN E. ORELLANA
SECRETARY

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