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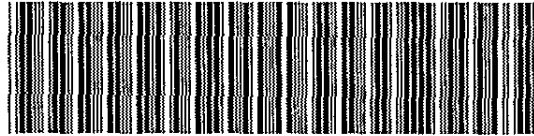
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend 6/16/07
& copy on

LILIA INÉS ESPINOSA, ESQ.
ATTORNEY & COUNSELOR AT LAW
10651 W. ATLANTIC BLVD.
CORAL SPRINGS, FL 33071
TEL: (954) 510-0223
Fax: (954) 340-3571

January 10, 2007

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: Amendment of Articles of Incorporation of NEIGHBORHOOD POOLS, INC.

Document Number: P04000083645

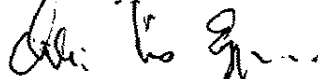
The enclosed **Articles of Amendment** and fee are submitted for filing.

Please return all correspondence concerning this matter to

Lilia Espinosa, Esq.
10651 W. Atlantic Blvd.
Coral Springs, FL 33071
Tel: 954-510-0223
Fax: 954-340-3571

Enclosed is a check for \$43.75 for the filing fee and a certified copy (additional copy enclosed).

Sincerely,


Lilia Espinosa, Esq.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NEIGHBORHOOD POOLS, INC.**

P04000083645

Pursuant to section 607.1006, Florida Statutes, this Florida profit corporation adopts the following amendments to its Articles of Incorporation:

AMENDMENT ADOPTED: ARTICLE IV is being amended to read:

ARTICLE IV
REGISTERED AGENT AND PRINCIPAL OFFICE ADDRESS

The name and street address of the registered agent of this Corporation is Joe Williams, 883 N. Fig Tree Lane, Plantation, FL 33317. The street address of said Corporation is 883 N. Fig Tree Lane, Plantation, FL 3331 with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

AMENDMENT ADOPTED: ARTICLE VI is being amended to read:

ARTICLE VI
NUMBER OF DIRECTORS
AND OFFICERS

There shall be no directors. The Corporation shall be managed by the stockholders.

The name and address of the officers are:

Joe Williams	President
883 N. Fig Tree Lane	
Plantation, FL 33317	

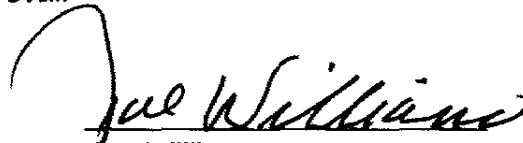
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ALLAHASSEE, FLORIDA

Stephanie Washington
883 N. Fig Tree Lane
Plantation, FL 33317

Vice-President, Secretary and Treasurer

The date of adoption of the amendment and the effective date: December 20, 2006

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.


Joe Williams
President