

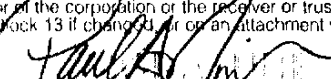


FILED

May 08 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		May 08 1997 8:00am Secretary of State	
DOCUMENT # P08839 (3)					
1. Corporation Name PADDOCK POOL EQUIPMENT CO., INC.					
Principal Place of Business 555 PADDOCK PARKWAY PO BOX 11676 ROCK HILL SC 29731		Mailing Address PO BOX 11676 ROCK HILL SC 29731-1676 US		3. Date Incorporated or Qualified 01/24/1986	
				3a. Date of Last Report 05/01/1996	
2. Principal Place of Business		2a. Mailing Address		4. FEI Number 14-1467778	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		Applied For Not Applicable	
22. City & State		27. City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Country		29. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
				81. Name	
				82. Street Address (P.O. Box Number is Not Acceptable)	
				83.	
				84. City	
				FL 85. Zip Code	
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.					
SIGNATURE					
12. OFFICERS AND DIRECTORS					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE					
1.2 NAME					
1.3 STREET ADDRESS					
1.4 CITY-ST-ZIP					
1.5 Director only					
1.6 Retired					
1.7 Change					
1.8 Addition					
2.1 TITLE					
2.2 NAME					
2.3 STREET ADDRESS					
2.4 CITY-ST-ZIP					
3.1 TITLE					
3.2 NAME					
3.3 STREET ADDRESS					
3.4 CITY-ST-ZIP					
4.1 TITLE					
4.2 NAME					
4.3 STREET ADDRESS					
4.4 CITY-ST-ZIP					
5.1 TITLE					
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY-ST-ZIP					
6.1 TITLE					
6.2 NAME					
6.3 STREET ADDRESS					
6.4 CITY-ST-ZIP					
PRESIDENT/DIRECTOR					
PAUL A. NIGRO					
4229 WOOD FOREST DR.					
ROCK HILL, SOUTH CAROLINA 29732					
14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.					
SIGNATURE: 					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR PAUL A. NIGRO, PRESIDENT/DIRECTOR					
4/28/97 803 324-1111					
Date Daytime Phone #					
0499252					