

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Mar 06 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P08839 (3)
1. Corporation Name
PADDOCK POOL EQUIPMENT CO., INC.

Principal Place of Business 855 PADDOCK PARKWAY PO BOX 11676 ROCK HILL SC 29731	Mailing Address PO BOX 11676 ROCK HILL SC 29731 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/24/1986	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 14-1467778		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	30		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <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	
85 Zip Code		FL	

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

Signature, typed or printed name of registered agent and title if applicable

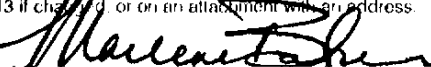
(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CTD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAKER, WILLIAM H.	1.2 NAME	
STREET ADDRESS	50 FAIRWAY RIDGE	1.3 STREET ADDRESS	
CITY-ST-ZIP	CLOVER SC	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DE ROSE, ROBERT A.	2.2 NAME	
STREET ADDRESS	1859 SELMA ST.	2.3 STREET ADDRESS	
CITY-ST-ZIP	ROCK HILL SC	2.4 CITY-ST-ZIP	
TITLE	SD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAKER, MARLENE	3.2 NAME	
STREET ADDRESS	50 FAIRWAY RIDGE	3.3 STREET ADDRESS	
CITY-ST-ZIP	CLOVER SC	3.4 CITY-ST-ZIP	
TITLE	VD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAKER, DONALD C.	4.2 NAME	
STREET ADDRESS	14 WOODVINE LANE	4.3 STREET ADDRESS	
CITY-ST-ZIP	LAKE WYLIE SC	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GRAVES, C. E.	5.2 NAME	
STREET ADDRESS	2245 RAVEN DR	5.3 STREET ADDRESS	
CITY-ST-ZIP	ROCKHILL SC	5.4 CITY-ST-ZIP	
TITLE	PD	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NIGRO, PAUL A	6.2 NAME	
STREET ADDRESS	4229 WOOD FOREST DR	6.3 STREET ADDRESS	
CITY-ST-ZIP	ROCK HILL SC	6.4 CITY-ST-ZIP	

14. I 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 checked, or on an attachment with an address.

SIGNATURE:



Marlene Baker

2/25/98

803 324 1111

CR2E034 (10/97)