

P33805


Mr's Name
 FRANK LOUREIRO (800) 788-1832
 THE POOL DEPOT
 120 INTERSTATE N. PARKWAY E STE 426
 ATLANTA GA 30339

TELEPHONE

600002132736--0
 -04/03/97--01085--001
 *****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- FRANK S. LOUREIRO
 Assistant Vice-President
 and General Manager
 Over 18,000 Installed
 Since 1982
 Document #) _____
- THE POOL DEPOT**

 Document #) _____
- 120 Interstate North Parkway East
 Suite 426
 Atlanta, GA 30339
 770-951-1831 / 800-788-1832
 Alpha Plaza-Suite 260
 4887 Alpha Rd.
 Dallas, TX 75244
 972-661-8050 / 800-348-5530
 Document #) _____
- _____
 (Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>nc</i>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 97 APR -3 AM 10:34

APR 7 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1997

HAWAIIAN POOLS, INC.
120 INTERSTATE NORTH PKWY., E., SUITE 426
ATLANTA, GA 30339

SUBJECT: SEA ISLAND POOLS, INC.
Ref. Number: P33805

We have received your document for SEA ISLAND POOLS, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

VeIma

If you have any questions concerning the filing of your document, please call
(904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 897A00015387

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. HAWAIIAN POOLS, INC DBA SEA ISLAND POOLS, INC
Name of corporation as it appears on the records of the Department of State.
2. GEORGIA 3. MAY 3, 1991
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? NOVEMBER 21, 1996
5. THE POOL DEPOT, INC DBA THE POOL DEPOT OF GEORGIA, INC
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A
New Jurisdiction


Signature

3/13/97
Date

FRANK S. LOUBEIRO
Typed or printed name

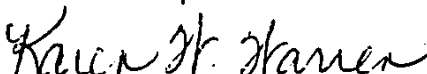
TREASURER
Title

FURTHER RESOLVED, that all previous acts of, and all documents and papers heretofore executed or delivered by, said officers purporting to be in exercise of any of the foregoing powers are hereby ratified, confirmed and approved.

The Secretary of the Corporation is directed to file this Unanimous Written Consent Action in the minute book of the Corporation.

The undersigned members of the Board of Directors of the Corporation execute the foregoing Unanimous Written Consent Action effective as of the 14th day of March, 1997, for the purpose of giving their consent hereto.


MICHAEL A. WARREN, Director


KAREN W. WARREN, Director

**UNANIMOUS WRITTEN CONSENT ACTION OF
THE BOARD OF DIRECTORS OF
THE POOL DEPOT, INC.**

The undersigned, being all of the members of the Board of Directors of The Pool Depot, Inc., a Georgia corporation (the "Corporation"), acting in accordance with Section 14-2-821 of the Georgia Business Corporation Code (the "Code"), do by this unanimous written consent in lieu of a special meeting of the directors take the following actions and adopt and approve the following resolutions and do hereby waive all notice required by the Code of the actions taken hereby in lieu of a special meeting of the directors of the Corporation.

WHEREAS, the Corporation recently amended its Articles of Incorporation filed in the office of the Secretary of State of Georgia to change the name of the Corporation from "Hawaiian Pools, Inc." to "The Pool Depot, Inc."; and

WHEREAS, the Corporation attempted to register to transact business in the State of Florida under its current name, The Pool Depot, Inc., and found that such name is not available for use because of a conflict with a similar name already in use in the State of Florida; and

WHEREAS, the Corporation desires to register to transact business in the State of Florida under the name "The Pool Depot of Georgia, Inc."

NOW, THEREFORE, BE IT RESOLVED, that the directors authorize the Corporation to register to transact business in the State of Florida under the name "The Pool Depot of Georgia, Inc."

BE IT FURTHER RESOLVED, that Michael A. Warren, the President of the Corporation, and any other officer of the Corporation, is hereby authorized on behalf of the Corporation to take all such actions and execute, deliver and supply all such agreements, instruments, documents and writings as may be necessary or desirable in connection with these Resolutions, the taking of any such action or the execution and delivery of any of such agreements, instruments, documents and writings to be conclusive and binding evidence that the same were authorized by these Resolutions.

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 963420035
CONTROL NUMBER: 8203163
EFFECTIVE DATE: 11/21/1996
REFERENCE : 0077
PRINT DATE : 12/09/1996
FORM NUMBER : 611

ALTMAN, KRITZER & LEVICK, P.C.
DIERDRE L. BROADFOOD
STE 224, 6400 POWERS FERRY ROAD, NW
ATLANTA GA 30339

CERTIFICATE OF NAME CHANGE AMENDMENT

I, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

HAWAIIAN POOLS, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State changing its name to

THE POOL DEPOT, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE