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March 15, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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99 MAR 17 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-03/17/99--01048--019
*****35.00 *****35.00

Re: Lifetime Pools of Ocala, Inc.

Dear Sir/Madam:

Enclosed are the original and one duplicate of the proposed Amendment of Articles of Incorporation of the above captioned corporation.

Please endorse your approval of the articles on the duplicate copy and return the copy to this office in the enclosed mailing envelope. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law.

A check in the amount of \$35.00 is enclosed to cover the filing fee.

If any further charges are required, or if, for any reason, the articles do not meet current requirements, please so notify the undersigned by collect telephone call (352) 369-1300.

Sincerely,

JAMES L. RICHARD, P.A.

By: 

James L. Richard

JLR/kd

Enclosures

cc: client

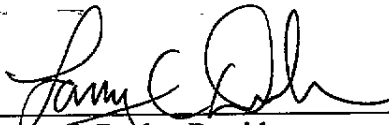
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ARTICLES OF AMENDMENT
OF
LIFETIME POOLS OF OCALA, INC.

The undersigned, being the President and the Secretary of the corporation, hereby certifies that:

1. The name of the corporation is LIFETIME POOLS OF OCALA, INC.
2. The corporation was formed pursuant to the filing of a Certificate of Incorporation in the office of the Secretary of State on the November 16, 1992.
3. In accordance with Florida Statutes 607.1006, all of the Shareholders have approved the Amendment to the Certificate of Incorporation changing the name of the corporation to LIFETIME CONSTRUCTION, INC.. This Amendment is specified in the Statement attached hereto as Exhibit "A" and hereby made a part of this Amendment.

IN WITNESS WHEREOF, the corporation has caused this Amendment to be signed in its name by its President and Secretary and the corporate seal to be affixed, this 15 day of MARCH, 1999.



Larry C. Drake, President


STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared LARRY C. DRAKE [x] who is personally known to me or [] who has produced _____ as identification, and who subscribed the above Amendment to the Certificate of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Ocala in said County and State, this 15 day of MARCH, 1999.



James L. Richard
MY COMMISSION # CC661417 EXPIRES
October 29, 2001
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public, State of Florida
Print _____
My Commission Expires: _____

EXHIBIT "A"

Amendment to Certificate of Incorporation

The undersigned, being all of the Shareholders of LIFETIME POOLS OF OCALA, INC., agree that Article I be amended to read as follows:

"ARTICLE I

NAME

The name of the corporation shall be: LIFETIME CONSTRUCTION, INC."

IN WITNESS WHEREOF, the Shareholder has hereunto set his hand this 15th day of MARCH, 1999.

A handwritten signature in black ink, appearing to read "Larry C. Drake", is written over a horizontal line.

LARRY C. DRAKE,
Shareholder