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May 01 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000061843 (5)

1. Corporation Name
POOL MASTERS, INC.



Principal Place of Business: 5830 DAVIE RD DAVIE FL 33314
Mailing Address: 5830 DAVIE RD DAVIE FL 33314-7114

3. Date Incorporated or Qualified: 08/10/1995
3a. Date of Last Report: 05/01/1996
4. FEI Number: 65-0601072
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-28) fields with sub-sections for Suite, Apt. #, etc., City & State, and Zip/Country.

9. Name and Address of Current Registered Agent: ZAFRANI, ABRAHAM, 5830 DAVIE RD, DAVIE FL 33314

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and 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] (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS table with columns for Title, Name, Street Address, City-ST-ZIP, and a DELETE checkbox. Includes entries for KISELIUS, CHRISTOPHER and MARTIN, FEDERICK H.

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 table with columns for Title, Name, Street Address, City-ST-ZIP, and Change/Addition checkboxes.

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, on an attachment with an address.

SIGNATURE: [Signature] Pres 42497
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)