DOLPHINPools, Inc.

P.O. Box 6025, Stuart, FL 34997 Phone & Fax: (561) 286-8811

P9600072047

June 3, 2001

Please make the following change to our Articles of Incorporation.

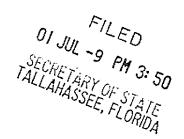
If there are any questions, please call us at 561-286-8811.

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OI JUL -9 PH 3: 50
SECRETARY OF STATE
TALLAHASSEE ET CALE

Amend

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



DOLPHIN POOLS, INC.

EIN# 65-0689528

DOCUMENT # P96000072047

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 5 - OFFICERS

Please change Secretary of our corporation to: Mary R. Davis

The officers of the Corporation should now read:

President:

Charles A. Tucker

Vice-President:

Melissa G. Tucker

Secretary:

Mary R. Davis

Treasurer:

Charles A. Tucker

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption:
FOURTH	Adoption of Amendment(s) (CHECK ONE)
×	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 3rd day of June, 2001.
Signature	(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	(2) a director is anopted by the uncertainty
	OR
	(By an incorporator if adopted by the incorporators)
	CHARLES A. TUCKER
	Typed or printed name
	PRESIDENT
	Title