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MERGER OR SHARE EXCHANGE

VIKING POOLS SOUTHEAST, INCORPORATED

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**ARTICLES OF MERGER BETWEEN
OCEAN REEF POOLS, INC.
AND
VIKING POOLS SOUTHEAST, INCORPORATED**

Pursuant to Section 607.1105, Florida Statutes, Ocean Reef Pools, Inc., a Florida corporation ("Ocean Reef"), and Viking Pools Southeast, Incorporated, a Florida corporation ("Viking"), adopt the following Articles of Merger for the purpose of merging Ocean Reef into Viking, the latter of which is to survive the merger.

ARTICLE I

The name, address of principal office, jurisdiction, entity type, Florida registration number, and FEI number for each merging party is as follows:

Name and Street Address

Ocean Reef Pools, Inc.
155 Valencia Dr.
Oak Hill, FL 32759

Jurisdiction and Document Number

Florida, P04000097076

Entity Type and FEI Number

Corporation, 20-1295376

The name, address of principal office, jurisdiction, entity type, Florida registration number, and FEI number for the surviving party is as follows:

Name and Street Address - Surviving Company

Viking Pools Southeast, Incorporated
155 Valencia Dr.
Oak Hill, FL 32759

Jurisdiction and Document Number

Florida, P96000101571

Entity Type and FEI Number

Corporation, 59-3411128

ARTICLE II

The surviving party shall be Viking Pools Southeast, Incorporated

ARTICLE III

Article I of the Articles of Incorporation of Viking Pools Southeast, Incorporated, the surviving corporation, is hereby amended to read as follows:

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Article I

NAME

The name of this corporation is: Ocean Reef Pools, Inc.

ARTICLE IV

The attached Plan of Merger meets the requirements of section 607.1101, Florida Statutes, and was adopted by the shareholders of Viking (surviving corporation) on April 4, 2005 and by the shareholders of Ocean Reef (merging corporation) on April 4, 2005 in accordance with Chapter 607, Florida Statutes.

ARTICLE V

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Incorporation of Viking or Ocean Reef.

ARTICLE VI

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 4th day of April, 2005

VIKING POOLS SOUTHEAST, INCORPORATED,
a Florida corporation

Flynn W. Edmonson
By: Flynn W. Edmonson
Its: President

OCEAN REEF POOLS, INC., a Florida corporation

Flynn W. Edmonson
By: Flynn W. Edmonson
Its: President

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**PLAN OF MERGER BETWEEN
VIKING POOLS SOUTHEAST, INCORPORATED
AND
OCEAN REEF POOLS, INC.**

The following Plan of Merger, which was adopted and approved by Viking Pools Southeast, Incorporated, a Florida corporation ("Surviving Corporation") and Ocean Reef Pools, Inc., a Florida corporation ("Ocean Reef"), is being submitted in accordance with section 607.1101, Florida Statutes.

1. The name and jurisdiction of each merging party is as follows:

Ocean Reef Pools, Inc., a Florida corporation

Viking Pools Southeast, Incorporated, a Florida corporation

2. The name of the surviving party is:

Viking Pools Southeast, Incorporated

3. On the effective date of the merger the general terms and conditions of the merger are: (i) the separate existence of Ocean Reef shall cease and Ocean Reef shall be merged with and into Surviving Corporation, (ii) the Articles of Incorporation of Surviving Corporation in effect immediately prior to the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation, (iii) the Bylaws of Surviving Corporation in effect immediately prior to the effective date of the merger shall be the Bylaws of the Surviving Corporation, and (iv) the Federal Employer Identification Number ("FEI") assigned to Surviving Corporation shall remain the FEI used for the Surviving Corporation.

4. The manner and basis of converting the shares of Ocean Reef are as follows: As of the effective date of the merger, the shares of Ocean Reef shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto.

5. The manner and basis of converting the shares of Viking are as follow: As of the effective date of the merger, the shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Surviving Corporation shall amend Article 1 of the Articles of Incorporation of Viking Pools Southeast, Incorporated to reflect a change in name to Ocean Reef Pools, Inc.

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