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June 11, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Blue Chip Pool Service, Inc.

200002560052-0027
-06/15/98--01106
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed herein please find original and one (1) copy of Articles of Amendment to Articles of Incorporation of Royal Smoothie America Nutrition Center, Inc., together with our check in the amount of \$35.00, which represents the filing fee.

Would you kindly file the original Articles of Amendment and return a conformed copy, together with the Certificate of Secretary of State to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

It would be appreciated if you would forward the aforementioned documents to us as soon as possible.

Thank you for your assistance and cooperation in this matter.

Very truly yours,

KUPFER, KUPFER & SKOLNICK, P.A.

Virginia Grant

Virginia Grant
Legal Assistant

/vg
Enclosures: As stated

FILED
98 JUN 15 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/A Amend

See 6/17

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ROYAL SMOOTHIE AMERICA NUTRITION CENTER, INC.**

FILED
98 JUN 15 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

ARTICLE I is hereby amended as follows:

The name of the corporation is changed to: **BLUE CHIP POOL SERVICE, INC.**

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:

Not applicable.

Prepared By:
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Florida Bar #142785
Kupfer, Kupfer & Skolnick, P.A.
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Coral Springs, FL 33071
(954) 755-3600

THIRD: The date of each amendment's adoption: June 11, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

(XX) 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 _____"
voting group

() 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 11 day of June, 1998.

Signature Harold B. Yuran
(By the Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted by the Shareholders)
HAROLD B. YURAN, President