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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: POOLS ACROSS AMERICA, INC.
AUDIT NUMBER.....H98000013774
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 2
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 27, 1998

POOLS ACROSS AMERICA, INC.
1499 WEST PALMETTO PARK ROAD #400
BOCA RATON, FL 33486SUBJECT: POOLS ACROSS AMERICA, INC.
REF: P98000050628

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate SpecialistFAX Aud. #: H98000013774
Letter Number: 398A00039402RECEIVED
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
POOLS ACROSS AMERICA, INC.

FILED
98 JUL 28 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is POOLS ACROSS AMERICA, INC. (the "Corporation"), Charter #P98000050628, filed on June 5, 1998.

2. The following Amendment to the Articles of Incorporation to increase the number of authorized shares of the Company's Common Stock from an aggregate of 10,000,000 shares to an aggregate of 12,000,000 shares was adopted by the Sole Director of the Corporation as of June 8, 1998 and by the Sole Shareholder of the Corporation, the number of votes cast being sufficient for approval as of June 8, 1998, in the manner prescribed by Section 607.1003 of the Act:

RESOLVED, that Article 5 of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE 5

The aggregate number of shares which this Corporation shall have authority to issue is Twelve Million (12,000,000) shares of Common Stock, having a par value of ONE CENT (\$.01) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the President of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of Pools Across America, Inc., this 21st day of July, 1998.

BROAD & CASSEL
2015 BISCAYNE BLVD. # 3000
MIAMI, FL 33131
(305) 373-9400
FBNO. 0132195
MICHAEL KARSHE, ESQ.

POOLS ACROSS AMERICA, INC.,
a Florida corporation

BY: 
Leland M. Morris, President

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