

798000050628

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6897

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.....H98000019601

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 36

CERT. COPIES.....0

DEL.METHOD.. FAX

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Karen
[Signature]
2 pgs.

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98 OCT 23 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 OCT 23 AM 10:28

DIVISION OF CORPORATIONS

Meper
10/23

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

U.S. POOL CORP., a Florida corporation, document number P98000078918

INTO

POOLS ACROSS AMERICA, INC. which changed its name to

U.S. POOL CORP., a Florida corporation, P98000050628.

File date: October 23, 1998

Corporate Specialist: Karen Gibson

Account number: 072450003255

Account charged: 34.58

10/21/98

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10/21/98

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PUBLIC ACCESS SYSTEM
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3:47 PM

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ACCT#: 072450003255

CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: POOLS ACROSS AMERICA, INC.

AUDIT NUMBER.....H98000019601

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1998

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

SUBJECT: 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 merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please provide Exhibit A as mentioned in the Articles of Merger.

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 Specialist

FAX Aud. #: E98000019601
Letter Number: 298A00052170

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ARTICLES OF MERGER
of
POOLS ACROSS AMERICA, INC.
(a Florida corporation)
and
U.S. POOL CORP.
(a Florida corporation)

FILED
98 OCT 23 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), POOLS ACROSS AMERICA, INC., a Florida corporation (the "Surviving Corporation"), and U.S. POOL CORP., a Florida corporation (the "Disappearing Corporation"), hereby file these Articles of Merger providing as follows:

1. Plan of Merger. Attached as Exhibit A is a copy of the Agreement and Plan of Merger dated as of October 15, 1998 between the Disappearing Corporation and the Surviving Corporation setting forth the plan of merger for the merger of the Disappearing Corporation with and into the Surviving Corporation (the "Plan of Merger").

2. Effective Time. The merger of the Disappearing Corporation with and into the Surviving Corporation in accordance with the Plan of Merger is to become effective as of the date on which these Articles of Merger are filed by the Florida Department of State.

3. Adoption of Plan of Merger. The Agreement and Plan of Merger was approved and adopted by the sole director and sole shareholder of the Disappearing Corporation by written consent dated October 15, 1998, and approved by the directors and shareholders of the Surviving Corporation by written consent dated October 15, 1998.

4. Amendment of Articles of Incorporation. Article I of the Articles of Incorporation of the Surviving Corporation shall be amended in its entirety to read as follows: "The name of this Corporation is U.S. Pool Corp."

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of POOLS ACROSS AMERICA, INC. and U.S. POOL CORP. by their respective duly authorized officers, as of the 15th day of October, 1998.

POOLS ACROSS AMERICA, INC., a Florida
corporation

THIS DOCUMENT PREPARED BY:
MICHAEL KARSCH, P.A.
FL Bar No. 0132195
Broad and Cassel
201 S. Biscayne Blvd., Suite 3000
Miami, FL 33131
(305) 373-9423

By: Leland M. Morris
Leland M. Morris, President

U.S. POOL CORP.,
a Florida corporation

By: Leland M. Morris
Leland M. Morris, President

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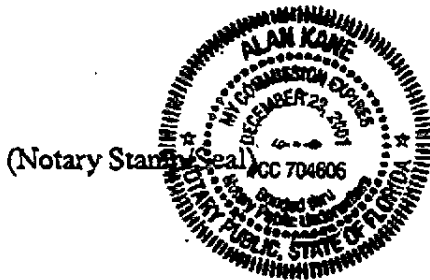
H98000019601

STATE OF FLORIDA)

) ss:

COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 15th day of October, 1998, by Leland M. Morris, as President of Pools Across America, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did not take an oath, and acknowledged to me and before me that he executed these Articles of Merger on behalf of said corporation.



Name: _____

Notary Public

State of Florida

My Commission Expires:

STATE OF FLORIDA)

) ss:

COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 15th day of October, 1998 by Leland M. Morris, as President of U.S. Pool Corp., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did not take an oath, and acknowledged to me and before me that he executed these Articles of Merger on behalf of said corporation.



Name: _____

Notary Public

State of Florida

My Commission Expires:

H98000019601

Exhibit A

H98000019601 AGREEMENT AND PLAN OF MERGER
OF
U.S. POOL CORP.
AND
POOLS ACROSS AMERICA, INC.

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan") is entered into this 15th day of October, 1998, by and between U.S. POOL CORP., a Florida corporation (the Disappearing "Corporation"), and POOLS ACROSS AMERICA, INC., a Florida corporation (the "Surviving Corporation"), as approved by the Board of Directors and shareholders of said corporations:

R E C I T A L S:

A. Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida.

B. Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Florida.

C. Directors of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the respective shareholders, employees and customers of those corporations.

D. Disappearing Corporation and Surviving Corporation have agreed that Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan and in order to consummate the transaction described above, Disappearing Corporation and Surviving Corporation, the constituent corporations to this Agreement and Plan, agree as follows:

1. Merger. Disappearing Corporation shall be merged with and into Surviving Corporation.

2. Filing and Effective Time. Surviving Corporation shall file with the Florida Department of State Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"). The effective date of the merger (the "Effective Date") shall be upon the filing of the Articles of Merger with the Florida Department of State.

3. Surviving Corporation. The Surviving Corporation shall continue its existence under the name "U.S. Pool Corp." pursuant to the provisions of the Florida Act, and shall succeed without other transfer to all the rights and properties of the Disappearing Corporation

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and shall be subject to all the debts and liabilities of the Disappearing Corporation in the same manner as if Surviving Corporation had incurred them in accordance with the laws of the State of Florida.

4. Disappearing Corporation. The separate existence of the Disappearing Corporation shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. Terms of the Merger. Each share of common stock of the Surviving Corporation outstanding immediately prior to the merger, and all rights in respect thereof, shall not be changed as a result of the merger and shall continue to be outstanding. On the Effective Date, each share of common stock of the Disappearing Corporation outstanding immediately prior to the merger, and all rights in respect thereof, shall cease to exist and be cancelled. The sole shareholder of the Disappearing Corporation shall receive, in the aggregate and on a pro rata basis, 1 share of the common stock, \$.01 par value per share, of the Surviving Corporation. Such share shall be issued in accordance with exemptions from the registration requirements of the Securities Act of 1933, as amended (the "Federal Act"), and the Florida Securities and Investor Protection Act (the "Florida Act") and cannot be sold, assigned, transferred, hypothecated or otherwise disposed of, unless it is registered pursuant to such laws or unless exemptions from such registration are available.

6. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act except that Article I shall be amended in its entirety to read as follows: "The name of this Corporation is U.S. Pool Corp."

7. Bylaws. The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

8. Directors and Officers. The directors and officers of the Surviving Corporation upon the Effective Date shall continue to be the directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

9. Approval. The agreement contemplated by this Agreement and Plan has previously been submitted to and approved by the Board of Directors and Shareholders of the Disappearing Corporation and the Board of Directors of the Surviving Corporation. Subsequent to the execution of this Agreement and Plan by the appropriate officers of the Disappearing Corporation and Surviving Corporation, the proper officers of each corporation shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement and Plan.

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10. Amendment. This Agreement and Plan may be amended with the approval of the Boards of Directors of Surviving Corporation and Disappearing Corporation at any time prior to the filing of this Agreement and Plan with the Florida Department of State, provided that any amendment made subsequent to the adoption of this Agreement and Plan by the stockholders of Disappearing Corporation or Surviving Corporation shall not (a) alter or change any term of the Articles of Incorporation of the Surviving Corporation or (b) alter or change any of the terms and conditions of this Agreement and Plan if such alteration or change would adversely affect the holders of common stock of the Surviving Corporation or Disappearing Corporation.

11. Governing Law. This Agreement and Plan shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

12. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

13. Counterparts. This Agreement and Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Agreement and Plan as of the date first above written.

"SURVIVING CORPORATION"

POOLS ACROSS AMERICA, INC.,
a Florida corporation

By: Leland M. Morris

Leland M. Morris, President

"DISAPPEARING CORPORATION"

U.S. POOL CORP., a Florida corporation

By: Leland M. Morris

Leland M. Morris, President

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