

P98000050628



ACCOUNT NO. : 072100000032

REFERENCE : 516919 7119882

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
99 DEC 15 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 15, 1999

ORDER TIME : 11:41 AM

ORDER NO. : 516919-005

CUSTOMER NO: 7119882

200003071542-7

CUSTOMER: Ms. Ella Marcum
Dreier & Baritz
Suite 401
150 East Palmetto Park Road
Boca Raton, FL 33432

DOMESTIC AMENDMENT FILING

NAME: U.S. POOL CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

C. COULLIETTE DEC 16 1999

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
U.S. POOL CORP.

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

FIRST: ARTICLE 5, is hereby deleted and in its place, the following is added:

ARTICLE 5.

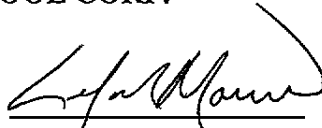
The maximum number of shares which this Corporation is authorized to have outstanding at any time is Twenty Five Million (25,000,000) shares of Common Stock having a par value of one cent (\$0.01) per share, and 1,000 shares of preferred stock having a par value of one cent (\$0.01) per share ("Preferred Stock"), which shares of Preferred Stock shall have such rights, powers, and preferences, qualifications and limitations, including voting rights, if any, as the Board of Directors shall determine.

SECOND: The date of this Amendment's adoption is December 13, 1999.

THIRD: The Adoption of this Amendment was approved by the directors and a majority of the shareholders, in accordance with Florida law.

Signed this 13th day of December, 1999.

U.S. POOL CORP.

By: 
Name: Leland M. Morris
Title: President

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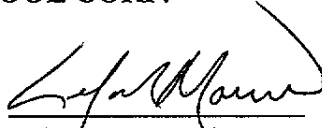
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