



THE UNITED STATES
CORPORATION
COMPANY

P98000063950

ACCOUNT NO. : 072100000032

REFERENCE : 939009 80516A

AUTHORIZATION :

COST LIMIT : ~~\$35.00~~ Prepaid *run*

ORDER DATE : August 25, 1998

ORDER TIME : 10:32 AM

ORDER NO. : 939009-005

CUSTOMER NO: 80516A

CUSTOMER: Carol Carlsen, Legal Asst
Kelley & Herman
Suite 206
1401 East Broward Boulevard
Fort Lauderdale, FL 33301

500002624525--3
-08/25/98--01047--003
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: ALL HEAT PUMP POOL HEATING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT *N/C*
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED RECEIVED
98 AUG 25 PM 3:14
98 AUG 25 PM 11:31
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

See 8/26

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
ALL HEAT PUMP POOL HEATING, INC.

FILED
98 AUG 25 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statute, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed July 21, 1998, P98000063950.

FIRST: The name of the corporation is ALL HEAT PUMP POOL HEATING, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation:

ARTICLE I of the Articles of Incorporation is hereby amended to read as follows:

The name of this corporation is:

ALL FLORIDA POOL HEATERS, INC.

THIRD: The amendment was adopted by a unanimous vote of the Board of Directors on the 3rd day of August, 1998.

FOURTH: The amendment was approved by a majority of the stockholders of the common stock of the corporation on the 3rd day of August, 1998. This is the only voting group of the corporation, and a majority vote is sufficient for approval.

DATED: August 3, 1998.

ALL FLORIDA POOL HEATERS, INC.

By: 
LEROI A. PETERSON, President

(SEAL)

Attest:


LEROI A. PETERSON, Secretary

UNANIMOUS WRITTEN CONSENT OF
DIRECTORS AND SHAREHOLDERS IN LIEU OF MEETING

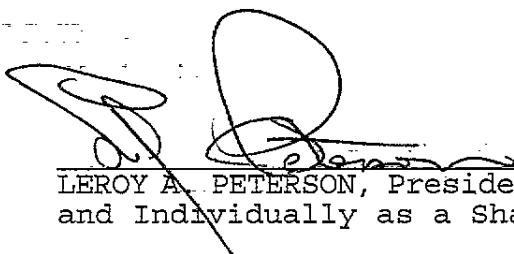
The undersigned, being all of the Directors and Shareholders of ALL HEAT PUMP POOL HEATING, INC., hereby consent to the taking of the following action in lieu of a meeting, and hereby waive any notice to be given in connection therewith:

WHEREAS, the Directors and Shareholders are desirous of changing the name of the corporation, it is hereby

RESOLVED by the Directors and Shareholders of ALL HEAT PUMP POOL HEATING, INC., a Florida corporation, the said Board and Shareholders deem it advisable, and hereby declare it to be advisable, that Article I of the Certificate of Incorporation be amended, changed and altered so as to read as follows:

"The name of this corporation shall be:
ALL FLORIDA POOL HEATERS, INC."

Executed by the undersigned as the Directors and Shareholders of ALL HEAT PUMP POOL HEATING, INC. on this 3rd day of August, 1998.



LEROY A. PETERSON, President/Director
and Individually as a Shareholder