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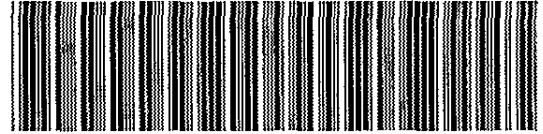
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E-MAIL:
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July 18, 2006

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

Re: Strasser Pools, Spas & Supplies, Inc.

Gentlemen:

Enclosed are the original and one copy of the proposed articles of amendment to articles of incorporation for the above company.

We would appreciate your filing the articles of amendment to articles of incorporation as soon as possible and forwarding one certified copy of the articles of amendment to me on the date of filing.

Our check in the amount of \$35.00 to cover your costs is also enclosed.

Thank you for your assistance in this matter.

Sincerely,



Robert Abraham

RA:cm
Enclosures
UG018.2

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
STRASSER POOLS, SPAS & SUPPLIES, INC.**

The Articles of Incorporation of Strasser Pools, Spas & Supplies, Inc., a Florida corporation (the "Company"), are amended as set forth in these Articles of Amendment:

1. The name of the Company, until amended as provided herein, is Strasser Pools, Spas & Supplies, Inc.
2. The Company's Articles of Incorporation were filed on November 23, 1998.
3. The purpose of these Articles of Amendment is to change the name of the Company from Strasser Pools, Spas & Supplies, Inc. to BryantS Pools & Spas, Inc.
4. Article I of the Company's Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE I

The name of this Company is BryantS Pools & Spas, Inc."

5. This amendment was adopted by the shareholders of the Company, upon recommendation of the Company's board of directors, on July 18, 2006, and the number of votes cast for the amendment by the shareholders was sufficient for approval.
6. This amendment is made pursuant to Sections 607.1003 and 607.1006, Florida Statutes.
7. This amendment is effective immediately upon being filed with the Florida Department of State.

These Articles of Amendment are executed on July 18, 2006.

Strasser Pools, Spas & Supplies, Inc.
(n/k/a BryantS Pools & Spas, Inc.)

By: Lori D. Bryant
Lori D. Bryant, Secretary