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**BAKER
&
HOSTETLER LLP**
COUNSELLORS AT LAW

200 SOUTH ORANGE AVENUE • SUNTRUST CENTER, SUITE 2300 • P.O. Box 112 • ORLANDO, FLORIDA 32802-0112 • (407) 649-4000
FAX (407) 841-0168
WRITER'S DIRECT DIAL NUMBER 649-4681

September 4, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32399

700004608917--6
-09/24/01--01048--024
*****175.00 *****35.00


Re: American Pools & Spas, Inc.

Dear Sir or Madam:

Enclosed please find a letter directed to the Secretary of State from American Pools & Spas, Inc., along with a Statement of Change of Registered Office or Registered Agent or Both regarding the above-referenced entity.

We would appreciate it if you would effectuate these changes immediately. In the event you should have any questions, please feel free to contact me.

Very truly yours


Sandra A. Mantzaris
Legal Assistant, Corporate Maintenance

cc: Richard T. Fulton, Esq. (wo encs.)
Barbara A. Egolf, Esq. (w/o encs.)
g/sam3494/corpmain\10574\l-sos

FILED
01 SEP 24 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 24 2001

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

FILED
01 SEP 24 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

Pursuant to the provisions of Sections 607.0501 and 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

- FIRST: The name of the corporation is American Pools & Spas, Inc..
- SECOND: The address of its present registered office is: 1031 W. Morse Boulevard, Suite 270, Winter Park, Florida 32789
- THIRD: The address to which its registered office is to be changed is: 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801
- FOURTH: The name of its present registered agent is: Swann & Hadley, P.A.
- FIFTH: The name of its successor registered agent is: A.G.C. Co.
- SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
- SEVENTH: Such change was authorized by resolution duly adopted by its Board of Directors.

DATED this 16th day of August, 2001.

AMERICAN POOLS & SPAS, INC.

By:

[Signature]

As its:


Vice President

The undersigned accepts the appointment of registered agent and is familiar with and accepts the obligations of Section 607.0505, Florida Statutes.

DATED this 31st day of August, 2001.

A.G.C. Co.

By:


Richard T. Fulton

As its

Vice President