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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301
Attn: Amendment Section

Re: Articles of Amendment
Cavalier Pools of Florida, Inc.

Dear Sir:

FILED
00 OCT -9 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosed herewith you will find the original and one copy of Articles of Amendment to the Articles of Incorporation of Cavalier Pools of Florida, Inc., which have been duly executed. I would request that you please cause same to be filed and registered, and for that purpose I have enclosed herewith a check payable to your order in the amount of \$35.00.

Upon filing of the enclosed Amendment, I would request that you stamp and return to me the enclosed copy of the Articles of Amendment for my records.

Should you have any questions regarding this request, please do not hesitate to contact me. Thank you for your assistance and attention to this matter and with best regards, I am

Sincerely,

LAW OFFICE OF RODGER J. FRIEDLINE

RODGER J. FRIEDLINE

RJF/kf

Enclosures as stated

n/c Amend

T BROWN OCT 11 2000

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF CAVALIER POOLS AND SPAS, INC.**

FILED
00 OCT -9 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That pursuant to Section 607.1001, Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The present name of the corporation is Cavalier Pools and Spas, Inc., as set forth in Article I of the Articles of Incorporation.

2. The articles of Incorporation are hereby amended such that Article I thereof shall be amended to read in full as follows:

"ARTICLE I. NAME

The name of the Corporation is CAVALIER POOLS OF FLORIDA, INC."

3. The foregoing Amendment was proposed to the Shareholders and the Board of Directors, and the Directors and Shareholders entitled to vote unanimously approved the Amendment at a Meeting specially called for that purpose on March 3rd, 2000. The Amendment was unanimously approved by the holders of the common stock of the Corporation which is the only group entitled to vote, and such approval is acknowledged by the Statement of Consent of Stockholders attached hereto.

IN WITNESS WHEREOF, we have hereunto set our hands this 3rd day
of March 2000.

CAVALIER POOLS OF FLORIDA, INC.

By James C. Newman
James C. Newman, President

ATTEST:

Lori Newman
Lori Newman, Secretary

STATEMENT OF CONSENT

The undersigned, being the Stockholders of Cavalier Pools of Florida, Inc., and who were present at the Meeting of Stockholders specially called for the purpose of adopting Articles of Amendment to the Articles of Incorporation of Cavalier Pools of Florida, Inc. do hereby consent and adopt the Articles of Amendment to the Articles of Incorporation of Cavalier Pools of Florida, Inc. which Articles change the name of the corporation to Cavalier Pools of Florida, Inc. and further manifest our consent to said Amendment and to be bound thereby.

DATED this 3rd day of March, 2000.

Janice Lloyd
Janice Lloyd

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, appeared Janice Lloyd personally known to me, who being first duly sworn, acknowledges the signing and due execution of the Statement of Consent to the Articles of Amendment to the Articles of Incorporation of Cavalier Pools of Florida, Inc., and at the same time stated that he is the sole Stockholder of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 3rd day of March, 2000, at Jacksonville, Duval County, Florida.



LORI A. NEWMAN
Notary Public, State of Florida
My comm. expires March 29, 2004
Comm. No. CC923219

Lori A. Newman
Notary Public, State of Florida
at Large. My Commission Expires:

James N. Lloyd
James Lloyd

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, appeared James N. Lloyd personally known to me, who being first duly sworn, acknowledges the signing and due execution of the Statement of Consent to the Articles of Amendment to the Articles of Incorporation of Cavalier Pools of Florida, Inc., and at the same time stated that he is the sole Stockholder of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 3rd day of March, 2000, at Jacksonville, Duval County, Florida.



LORI A. NEWMAN
Notary Public, State of Florida
My comm. expires March 29, 2004
Comm. No. CC923219

Lori A. Newman
Notary Public, State of Florida
at Large. My Commission Expires:

James C. Newman
James C. Newman

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, appeared James Newman personally known to me, who being first duly sworn, acknowledges the signing and due execution of the Statement of Consent to the Articles of Amendment to the Articles of Incorporation of Cavalier Pools of Florida, Inc., and at the same time stated that he is the sole Stockholder of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 3rd day of March, 2000, at Jacksonville, Duval County, Florida.



Meredith H. Horne
Notary Public, State of Florida
at Large. My Commission Expires:

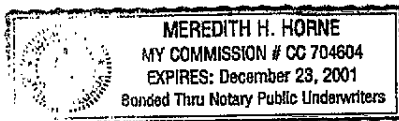
Lori Newman
Lori Newman

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, appeared Lori Newman personally known to me, who being first duly sworn, acknowledges the signing and due execution of the Statement of Consent to the Articles of Amendment to the Articles of Incorporation of Cavalier Pools of Florida, Inc., and at the same time stated that he is the sole Stockholder of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 3rd day of March, 2000, at Jacksonville, Duval County, Florida.



Meredith H. Horne

Notary Public, State of Florida
at Large. My Commission Expires: