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ROLAND D. WALLER
Board Certified Real Estate Lawyer
THOMAS W. MITCHELL, JR.
BEVERLY R. BARNETT

November 28, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-11/30/01--01059--014
*****43.75 *****43.75

RE: POOL-SPA-USA.COM, INC.
File No. 16642.01


Gentlemen:

Enclosed are an original and one copy of Articles of Dissolution, as well as a copy of the Consent of Shareholders for the above referenced corporation. In addition, a check for \$43.75 is enclosed representing the following fees:

Filing Fee	\$35.00
Certified Copy	8.75

Please file the original Articles of Dissolution and return a certified copy to the undersigned using the enclosed, stamped addressed envelope.

Sincerely yours,


Roland D. Waller

Diss
12-5-01
pms

RDW/kks
Enclosures
cc: POOL-SPA-USA.COM, INC.

FILED
01 NOV 30 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION OF

POOL-SPA-USA.COM, INC.

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, this Florida profit corporation submits the following articles of dissolution for the purpose of dissolving the corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation is POOL-SPA-USA.COM, INC..

ARTICLE II - OFFICERS

2. The names and respective addresses of the officers of the corporation are as follows: ...

FREDERICK J. MARKERT
President
3 Sequoia Lane
Lake Toxaway, NC 28747

PAULA J. MARKERT
V. President, Secretary, Treas.
3 Sequoia Lane
Lake Toxaway, NC 28747

ARTICLE III - DIRECTORS

3. The names and respective addresses of the directors of the corporation are as follows:

FREDERICK J. MARKERT
3 Sequoia Lane
Lake Toxaway, NC 28747

PAULA J. MARKERT
3 Sequoia Lane
Lake Toxaway, NC 28747

ARTICLE IV - LIABILITIES

All liabilities and obligations of the corporation have been paid or discharged.

ARTICLE V - ASSETS

All the property and assets of the corporation remaining after the payment of all debts, obligations and liabilities of the corporation have been distributed among its shareholders in accordance with their respective rights and interest.

ARTICLE VI - PENDING ACTIONS

There are no actions pending against the corporation in any court.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII - ADOPTION OF DISSOLUTION

The corporation elected to dissolve by unanimous written consent of its shareholders, and all shareholders of the corporation have signed such written consent. A copy of the written consent is attached to these articles.

DATED: 11/20/01

POOL-SPA-USA.COM, INC.

BY: [Signature]
President

ATTEST: Paula J Markert
Secretary

Alabama
STATE OF ~~NORTH CAROLINA~~
COUNTY OF Mobile

Sworn to and subscribed before me this 20 day of Nov., 2001, by FREDERICK J. MARKERT, as President and Director of POOL-SPA-USA.COM, INC., a Florida corporation, on behalf of the corporation, who is () personally known to me or who has produced _____ as identification.

Nancy B Brewer Exp. 7/6/2001
Notary Public
State of ~~North Carolina~~
Alabama

Alabama
STATE OF ~~NORTH CAROLINA~~
COUNTY OF Mobile

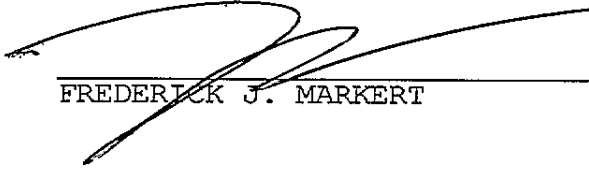
Sworn to and subscribed before me this 20 day of Nov., 2001, by PAULA J. MARKERT, as Vice President, Secretary, Treasurer and Director of POOL-SPA-USA.COM, INC., a Florida corporation, on behalf of the corporation, who is () personally known to me or who has produced _____ as identification.

Nancy B Brewer Exp. 7/6/2001
Notary Public
State of ~~North Carolina~~
Alabama


CONSENT OF SHAREHOLDERS TO THE DISSOLUTION OF

POOL-SPA-USA.COM, INC.

COME NOW FREDERICK J. MARKERT and PAULA J. MARKERT, the sole shareholders of POOL-SPA-USA.COM, INC., and consent to the dissolution of POOL-SPA-USA.COM, INC., and request and authorize the president and secretary of the corporation to sign articles of dissolution of POOL-SPA-USA.COM, INC. FREDERICK J. MARKERT and PAULA J. MARKERT jointly own 1,000 shares, which represents all the issued and outstanding shares of POOL-SPA-USA.COM, INC.



FREDERICK J. MARKERT



PAULA J. MARKERT