

P99000107627

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November 12, 2001

Florida Department of State
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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RE: K & B Pools, Inc.
Document No.: P99000107627

Dear Sir/Madam:

Please find enclosed the Statement of Change of Registered Agent for Corporation form necessary to change the Registered Agent for the above-referenced company. Also, enclosed please find the Resignation of Robert Nathey as Director, President/Vice-President/Treasurer. Keith Johnston is now the sole Director, President/Vice-President/Secretary/Treasurer of K & B Pools, Inc.

Thank you for your assistance in this matter.

Sincerely,

Brandon J. Rafool

BJR:uih
Enclosures
cc: Keith Johnston (via hand delivery)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 15, 2001

BRANDON J. RAFOOL, ESQ.
RAFOOL & RAFOOL, P.A.
P. O. BOX 7286
WINTER HAVEN, FL 33883-7286

SUBJECT: K & B POOLS, INC.
Ref. Number: P99000107627

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

There is a filing fee of \$35.00 due to file each of the attached documents.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 001A00061715

STATEMENT OF CHANGE OF REGISTERED AGENT FOR CORPORATION

Pursuant to the provisions of § 607.0502, Fla. Stat., the undersigned corporation organized under the laws of the state of Florida submits the following statement in order to change its registered agent, in the state of Florida.

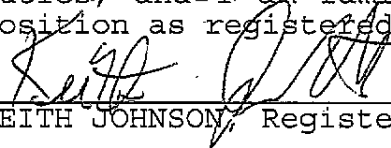
1. The name of the corporation: K & B POOLS, INC.
2. The mailing address of the corporation is: 6140 U.S. Highway 98 North, Lakeland, Florida 33809.
3. Date of incorporation: December 10, 1999.
4. Document number: P99000107627.
5. The name and address of the current registered agent and office: Robert D. Nathey, 6140 U.S. Highway 98 North, Lakeland, Florida 33809.
6. If applicable, the name of the new registered agent: Keith Johnston.
7. If applicable, the (new) street address of the (new) registered agent: 3300 Havendale Boulevard, Winter Haven, Florida 33881.
8. The street address of the corporation's registered office and the business office of its registered agent, as changed is: 3300 Havendale Boulevard, Winter Haven, Florida 33881.
9. Such change was authorized by resolution duly adopted by the board of directors or by an officer so authorized by the board.
10. The change will be effective upon filing.

Date: November 12, 2001.



KEITH JOHNSTON
As Vice-President/Director

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



KEITH JOHNSON, Registered Agent

November 12, 2001
Date

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TALLAHASSEE, FLORIDA