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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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BUSINESS CORPORATION

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION**
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is Spas and Pools Unlimited, Inc.
- 2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on January 30, 2003, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]
(If additional space is required, please list on separate attachment)

The corporation is hereby changing its name to Spas & Pools Unlimited, Inc.

3. The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none.")

<u>Class</u>	<u>Number of Shares</u>
<u>\$0.01 par value, voting shares</u>	<u>100</u>

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By [Signature]
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5. The number of shares voted for such amendment was 100; and the number of shares voted against such amendment was 0

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

Class	Number of Shares Voted	
	For	Against
\$0.01 par value, voting shares	100	0

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective February 14, 2003
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: _____

Spas and Pools Unlimited, Inc.

Print Corporate Name

By Robin D. Dubay
 President or Vice President (check one)

AND
By Cynthia L. Dubay
 Secretary or Assistant Secretary (check one)

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 10th day of February, 2003 personally appeared before me Robin Dubay & Cynthia Dubay, who, being by me first duly sworn, declared that he/she is the President & Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Marib Jaramal
Notary Public
My Commission Expires: 12/14/04