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The undersigned corporation, Kreepy Krauly USA, Inc., a Florida corporation (the "Corporation"), hereby adopts the following amendment to its Articles of Incorporation in accordance with the Florida Business Corporation Act ("FBCA"), pursuant to Section 607.1006, F.S.:

1. Article III of the Articles of Incorporation of the Corporation shall be amended to read as follows:

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock, having a par value of \$1.00 per share.

- 2. The amendment shall become effective on the date these Articles of Amendment are filed with the Florida Department of State.
- 3. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval. on Sept 20, 1999.

IN WITNESS WHEREOF, Kreepy Krauly USA, Inc., a Florida corporation, has caused these Articles of Amendment to be executed by its duly authorized President, and attested to by its duly authorized Secretary, all effective as of the 20th day of September, 1999.

ATTEST: KREEPY KRAULY USA, INC., a Florida corporation

Daniel J.V.D. Chauvier, Secretary Daniel J.V.D. Chauvier, President