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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 298725 4305340

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pijoto

03 OCT 29 PM 3:57
FILED
TALLAHASSEE, FLORIDA

ORDER DATE : October 28, 2003

ORDER TIME : 11:42 AM

ORDER NO. : 298725-010

CUSTOMER NO: 4305340

CUSTOMER: Lisa Miller, Esq.
Mccarter & English
P.o. Box 652

Newark, NJ 07101-0652

FOREIGN FILINGS

NAME: HAYWARD POOL PRODUCTS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Hayward Pool Products, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New Jersey 3. 22-2337331
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/12/1980 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 620 Division Street Elizabeth, NJ 07201
(Principal office address)
620 Division Street Elizabeth, NJ 07201
(Current mailing address)
8. Manufacturer of Swimming Pool Equipment and Accessories
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, , Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.


(Registered agent's signature)

Lynette Coleman
as its agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Oscar Davis

Address: 620 Division Street

Elizabeth, NJ 07201

Vice Chairman: _____

Address: _____

Director: Robert Davis

Address: 620 Division Street

Elizabeth, NJ 07201

Director: Ward C. Laracy

Address: 620 Division Street

Elizabeth, NJ 07201

B. OFFICERS

President: Robert Davis

Address: 620 Division Street

Elizabeth, NJ 07201

Vice President: Andrew Diamond

Address: 620 Division Street

Elizabeth, NJ 07201

Secretary: James L. Glenn

Address: 620 Division Street Elizabeth, NJ 07201

Treasurer: Gerald J. Ricciardo

Address: 620 Division Street Elizabeth, NJ 07201

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James L. Glenn, Secretary

(Typed or printed name and capacity of person signing application)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

HAYWARD POOL PRODUCTS, INC.

0100128104

With the Previous or Alternate Name

HAYWARD-PERFLEX CORPORATION (Previous Name)
HAYWARD SWIMMING POOL PRODUCTS, INC. (Previous
Name)

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on December 12, 1980.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

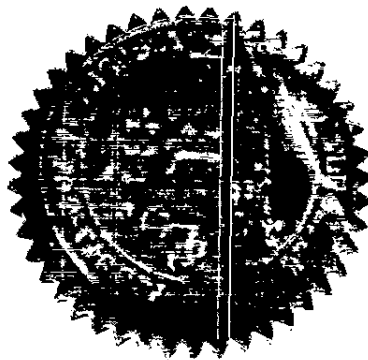
*I further certify that the registered agent and
registered office are:*

James D Krugman
Park 80 West Plaza Two
Saddlebrook, NJ 07663

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

HAYWARD POOL PRODUCTS, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
28th day of October, 2003

A handwritten signature in cursive script, reading "John E. McCormac".

John E McCormac, CPA
State Treasurer