

F97000002990



ACCOUNT NO. : 072100000032

REFERENCE : 748537 4708919

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzuto

ORDER DATE : March 19, 1998

ORDER TIME : 10:11 AM

ORDER NO. : 748537-050

CUSTOMER NO: 4708919

CUSTOMER: Ms. Pam Kerrigan
Leslie's Poolmart
20630 Plummer Street

Chatsworth, CA 91311

600002481106--3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -7 PM 3:50

FOREIGN FILINGS

NAME: LPM HOLDINGS, INC

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

RECEIVED
98 APR -7 AM 11:28
DIVISION OF CORPORATIONS

N.C.
4-7-98
CC

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)

1. LPM Holdings, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. _____
Incorporated under the laws of Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 6-11-97
5. Leslie's Poolmart, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Jodi Knight
Signature.
Jodi Knight
Typed or printed name

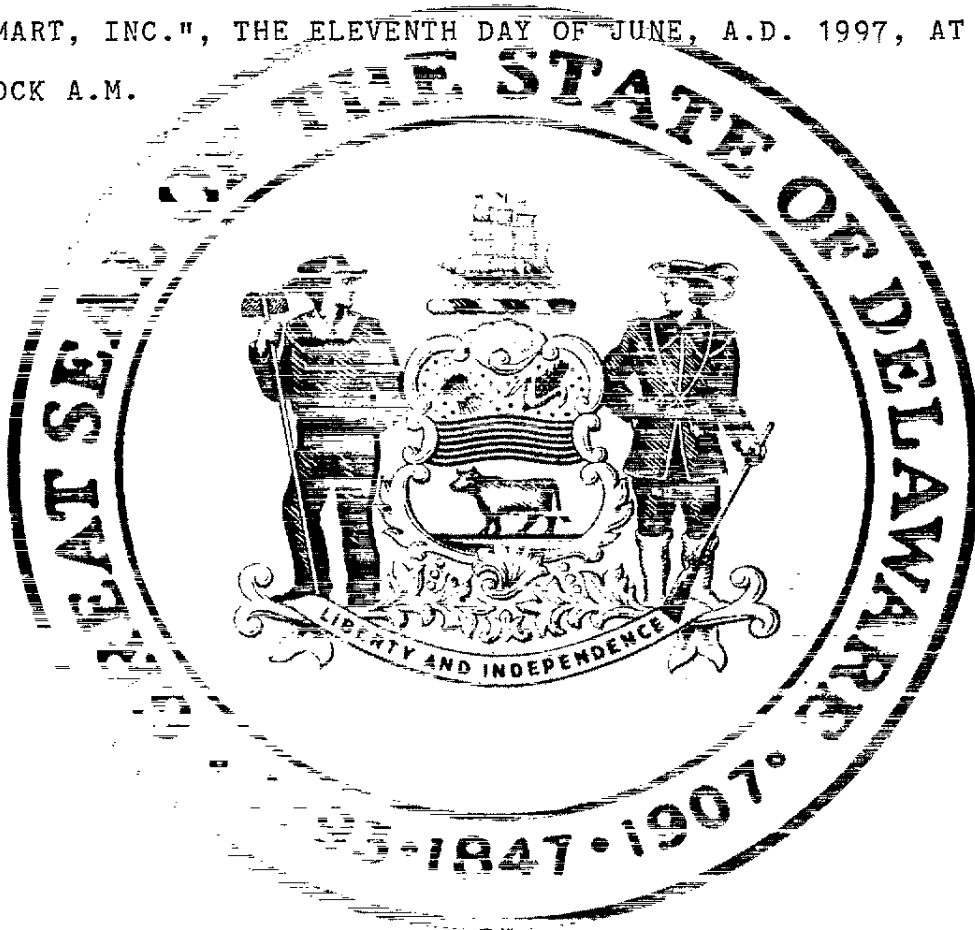
17 February, 1998
Date
V.P. Controller
Title

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -7 PM 3:50

98 APR -7 AM 11:28
DIVISION OF CORPORATIONS

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "LPM HOLDINGS, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "LESLIE'S POOLMART, INC.", THE ELEVENTH DAY OF JUNE, A.D. 1997, AT 8 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2694254 8320

981109226

AUTHENTICATION: 8985167

DATE: 03-23-98