

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 OCT 31 AM 9:27

F99000001215

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

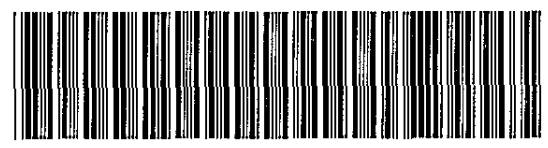
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Henson & Efron
PROFESSIONAL ASSOCIATION

220 South Sixth Street, Suite 1800
Minneapolis, Minnesota 55402-4503

Telephone (612) 339-2500
Facsimile (612) 339-6364
www.hensonefron.com
firm@hensonefron.com

October 25, 2005

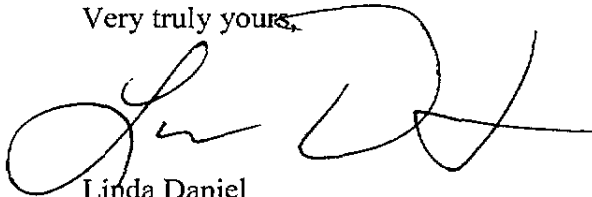
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Name change of Pentair Pool Products, Inc. to Pentair Water Pool
and Spa, Inc.
Our File No. P123-9065

Dear Sir/Ms:

Enclosed in connection with the above-referenced matter are Cover Letter form,
Application by Foreign Profit Corporation to File Amendment to Application for Authorization
to Transact Business in Florida, and Delaware authentication of name change, together with the
\$35 filing fee. When this has been accomplished, please return the Amendment to Application
to me in the envelope provided.

Very truly yours,



Linda Daniel
Paralegal

LD/266235.DOC
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Pentair Pool Products, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F99000001215

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Linda Daniel
(Name of Contact Person)

Henson & Efron, P.A.
(Firm/Company)

220 South 6th Street, Suite 1800
(Address)

Minneapolis, MN 55402-4503
(City/State and Zip Code)

For further information concerning this matter, please call:

Linda Daniel at (612) 339-2500
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

F99000001215

(Document number of corporation (if known))

SECRETARY'S DIVISION
2005 OCT 31 AM 9:27

1. Pentair Pool Products, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 3/4/99

(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? November 12, 2004

5. Pentair Water Pool and Spa, 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)

N/A

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

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

N/A

(New jurisdiction)

LLA

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Louis L. Ainsworth

(Typed or printed name of person signing)

Secretary

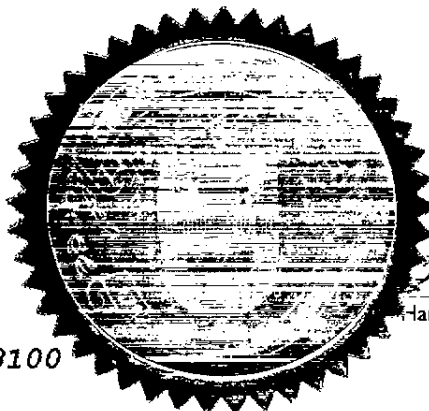
(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PENTAIR POOL PRODUCTS, INC.", CHANGING ITS NAME FROM "PENTAIR POOL PRODUCTS, INC." TO "PENTAIR WATER POOL AND SPA, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 2004, AT 1:02 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0776934 8100

AUTHENTICATION: 4240268

050834998

DATE: 10-20-05

Nov. 12. 2004 12:42PM

Henson & Efron

No. 4495 P. 4
State of Delaware
Secretary of State
Division of Corporations
Delivered 01:02 PM 11/12/2004
FILED 01:02 PM 11/12/2004
SRV 040817612 - 0776934 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Pentair Pool Products, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of Pentair Pool Products, Inc. by changing Article 1 thereof so that, as amended, said Article shall be and read as follows:

1 The name of this Corporation is Pentair Water Pool and Spa, Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS OF, said Pentair Pool Products, Inc. has caused this certificate to be signed by Louis L. Ainsworth, its Secretary, this 25th day of October, 2004.



Louis L. Ainsworth, Secretary

**JOINT RECORD OF ACTION OF
BOARD OF DIRECTORS
AND SOLE SHAREHOLDER
OF
PENTAIR POOL PRODUCTS, INC.
Effective October 25, 2004**

The undersigned, being all of the members of the Board of Directors and the sole shareholder of Pentair Pool Products, Inc., a Delaware corporation (the "Corporation"), do hereby in writing and without a meeting therefor unanimously adopt the following resolution effective October 25, 2004:

RESOLVED, that the President and Secretary of this Company be and they hereby are authorized and directed on behalf of the Company to prepare and execute a Certificate of Amendment to Certificate of Incorporation to amend Article 1 of the Company's Certificate of Incorporation to read as follows:

The name of this corporation is Pentair Water Pool and Spa, Inc.

and be it further

RESOLVED, the President and Secretary of this Company be and they hereby are authorized and directed to file the executed Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware and to execute such further documents, instruments and agreements and to take such further action as such officers deem necessary or advisable to consummate the transactions contemplated by the foregoing resolutions

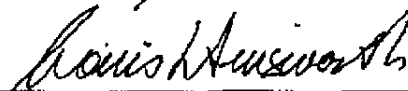
DIRECTORS:

SHAREHOLDER:


Richard J. Cathcart

ESSEE CORPORATION

Louis L. Ainsworth, Secretary


Louis L. Ainsworth