



THE UNITED STATES
CORPORATION
COMPANY

F99000006438

ACCOUNT NO. : 072100000032

REFERENCE : 488081 4306349

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 78.75

ORDER DATE : November 19, 1999

ORDER TIME : 1:23 PM

ORDER NO. : 488081-040

CUSTOMER NO: 4306349

CUSTOMER: Cindy Sabish, Legal Assistant
Kirkpatrick & Lockhart
535 Smithfield Street

Pittsburgh, PA 15222

200003051652--8

FOREIGN FILINGS

NAME: LAARS, INC.

7

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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99 NOV 22 AM 11:51
99 NOV 22 PM 1:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AK
11/24/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 22, 1999

ANGIE GLISAR
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: LAARS, INC.
Ref. Number: W99000026856

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We have received your document for LAARS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 999A00055878

RECEIVED
99 DEC 14 AM 10:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
RESUBMIT

Please give original
submission date as file date.


SECRETARY'S CERTIFICATE

Jon D. Walton, Secretary of Laars, Inc., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted by a special meeting held on the 24 day of November, 1999.

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NOW, THEREFORE, BE IT RESOLVED, that inasmuch as the Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors have been advised that the name of the Corporation is not available for corporate use in the State of Florida, the Corporation shall adopt the alternate name "**Laars, Inc., a Water Pik Technologies Company**" for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

RESOLVED FURTHER, that the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed and filed so that the Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause the Corporation to use the said alternate name in the transaction of business in the State of Florida.



Jon D. Walton
Secretary

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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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. LAARS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or 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. Delaware 3. 52-2195614
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/5/1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 660 Newport Center Drive, Suite 470
Newport Beach, CA 92660
(Current mailing address)
8. Manufacturing and Sale of Pool Products and Heating Systems
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.
Lisa K. Pastor, Asst Sec.
(Registered agent's signature)
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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHED

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE ATTACHED

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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.

Mary W. Snyder

Asst. Secretary

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

FLORIDA

LAARS, INC.

ATTACHMENT TO
APPLICATION FOR CERTIFICATE OF AUTHORITY

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Twelfth: Names and addresses of its current directors and officers are:

<u>Name</u>	<u>Office/Title</u>	<u>Mailing Address</u>
Michael P. Hoopis	President	660 Newport Center Drive Suite 470 Newport Beach, CA 92660
James L. Murdy	Ex. VP - Finance and Administration	1000 Six PPG Place Pittsburgh, PA 15222
Jon D. Walton	Sr. VP, General Counsel and Secretary	1000 Six PPG Place Pittsburgh, PA 15222
Victor C. Streufert	VP Finance and CFO	660 Newport Center Drive Suite 470 Newport Beach, CA 92660
Stephen W. Boocock	Asst. Treasurer	1000 Six PPG Place Pittsburgh, PA 15222
Mary W. Snyder	Asst. Secretary	1000 Six PPG Place Pittsburgh, PA 15222
Michael P. Hoopis	Director	660 Newport Center Drive Suite 470 Newport Beach, CA 92660
James L. Murdy	Director	1000 Six PPG Place Pittsburgh, PA 15222
Jon D. Walton	Director	1000 Six PPG Place Pittsburgh, PA 15222

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LAARS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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11-12-99



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: