

# L11000140504

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## MERGER OR SHARE EXCHANGE FLUIDRA USA, LLC

Certificate of Status	0
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**CERTIFICATE OF MERGER OF  
FLUIDRA USA, INC.  
WITH AND INTO  
FLUIDRA USA, LLC**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 608.4381 and 608.4382 of the Florida Limited Liability Company Act (the "LLC Act"), this Certificate of Merger relates to the merger (the "Merger") of Fluidra USA, Inc., a Florida corporation (the "Merging Entity"), with and into Fluidra USA, LLC, a Florida limited liability company (the "Surviving Entity"). The Merging Entity and the Surviving Entity hereby certify that:

**1. Plan of Merger**

The Merger will be effected pursuant to the Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"). The Plan of Merger meets the requirements of Sections 608.4381 and 608.4382 of the LLC Act.

**2. Approval of Surviving Entity**

The Plan of Merger was approved by the Surviving Entity in accordance with the applicable provisions of the LLC Act.

**3. Approval of Merging Entity**

The Plan of Merger was approved by the Merging Entity in accordance with the applicable provisions of the Florida Business Corporation Act.

**4. Effective Date**

The Effective Date of the Merger shall be the date on which this Certificate of Merger is filed with the Secretary of State of the State of Florida.

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TALLAHASSEE, FLORIDA

Each party has caused this Certificate of Merger to be signed by its duly authorized officer or manager, as the case may be, as of December 23, 2011.

"Surviving Entity"

FLUIDRA USA, LLC

By: 

Name: CARLOS FRANQUESA  
Title: AUTHORIZED REPRESENTATIVE

"Merging Entity"

FLUIDRA USA, INC.

By: 

Name: Stephen De Berav  
Title: President

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**Exhibit A**

**Plan of Merger**

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**PLAN OF MERGER OF  
FLUIDRA USA, INC.  
WITH AND INTO  
FLUIDRA USA, LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fluidra USA, LLC, a limited liability company established in the State of Florida, and Fluidra USA, Inc., a Florida corporation, (collectively, the "Constituent Entities") hereby submit this plan of merger (the "Plan of Merger") dated as of December 23, 2011 in accordance with Section 608.438 of the Florida Limited Liability Company Act (the "LLC Act") and Section 607.1108 of the Florida Business Corporation Act ("FBCA").

**ARTICLE 1  
NAMES OF CONSTITUENT ENTITIES**

The full name, jurisdiction of establishment and entity type for each Constituent Entity are as follows:

<u>Name</u>	<u>Jurisdiction of establishment</u>	<u>Entity type</u>
Fluidra USA, LLC	Florida	Limited Liability Company
Florida document registration number: L11000140504		
Fluidra USA, Inc.	Florida	For-profit Corporation
Florida document registration number: P96000100209		

**ARTICLE 2  
APPROVAL AND EFFECT OF THE MERGER**

2.1 Approval of Plan of Merger. The Plan of Merger set forth herein meets the requirements of Section 607.1108 of the FBCA and was duly adopted and approved by the board of directors and the sole shareholder of Fluidra USA, Inc. on December 23, 2011 in accordance with Section 607.1103 of the FBCA. The Plan of Merger set forth herein meets the requirements of Section 608.438 of the LLC Act and was duly adopted and approved by the sole member of the Surviving Company on December 23, 2011 in accordance with Section 608.4381 of the LLC Act.

2.3 Effective Date of the Merger. The Merger shall become effective on such date (the "Effective Date") as shall be stated in the Plan of Merger filed with the Secretary of State of the State of Florida in accordance with the LLC Act and the FBCA.

2.4 Effect of the Merger. The Merger shall have the effects set forth in Section 607.11101 of the FBCA and Section 608.4383 of the LLC Act.

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### ARTICLE 3 PLAN OF MERGER

3.1 The Merger. Upon the terms and subject to the conditions of this Plan of Merger, on the Effective Date in accordance with the FBCA and the LLC Act, Fluidra USA, Inc. shall be merged with and into the Fluidra USA, LLC, and the separate existence of Fluidra USA, Inc. shall thereupon cease (the "Merger"). The name of the surviving entity following the transactions contemplated by this Plan of Merger is Fluidra USA, LLC (the "Surviving Company").

3.2 Tax Treatment. Fluidra USA, LLC and Fluidra USA, Inc. intend that Fluidra USA, LLC's purchase of all the issued and outstanding shares of stock of Fluidra USA, Inc. and the Merger be treated as a tax-free 'D' reorganization under the Internal Revenue Code.

3.3 Articles of Organization. The Articles of Organization of the Surviving Company in effect immediately prior to the Effective Date shall be the Articles of Organization of the Surviving Company after the Effective Date, until thereafter amended in accordance with the terms of such Articles of Organization and as provided in the LLC Act.

3.4 Operating Agreement. The operating agreement of the Surviving Company in effect immediately prior to the Effective Date shall be the operating agreement of the Surviving Company after the Effective Date, until thereafter amended in accordance with the terms of such operating agreement and as provided in the Articles of Organization and the LLC Act.

3.5 Managers of Surviving Company. The managers of the Surviving Company in office immediately prior to the Effective Date shall be the managers of the Surviving Company after the Effective Date, and each such manager shall serve in their respective capacities in accordance with the operating agreement of the Surviving Company until their respective successors are duly elected or appointed and qualified.

3.6 Cancellation of Shares. On the Effective Date, by virtue of the Merger and without any additional action on the part of the Constituent Entities or otherwise, the manner and basis of converting the shares of the Constituent Entities are as follows:

(a) Immediately prior to the Effective Date, the Surviving Company owned all of the issued and outstanding shares of stock of Fluidra USA, Inc. As of the Effective Date, each authorized and outstanding share of stock of Fluidra USA, Inc. owned and held by the Surviving Company shall be surrendered to Fluidra USA, Inc. for cancellation in consideration of the transfer of all of the assets of Fluidra USA, Inc. to the Surviving Company and the assumption by the Surviving Company of all of the liabilities of Fluidra USA, Inc. by virtue of the Merger.

(b) As of the Effective Date, each unauthorized and unissued share of stock of Fluidra USA, Inc., if any, shall be canceled and extinguished by virtue of the Merger.

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(c) Each option, warrant or other right to acquire shares of stock of Fluidra USA, Inc. that is outstanding and unexercised on the Effective Date shall be canceled as of the Effective Date.

**ARTICLE 4  
ADOPTION OF PLAN OF MERGER**

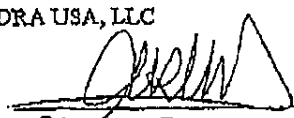
The foregoing Plan of Merger has been duly adopted and approved by the board of directors and sole shareholder of Fluidra USA, Inc. and by the sole member of Fluidra USA, LLC.

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IN WITNESS WHEREOF, the undersigned, constituting the duly authorized representatives of Fluidra USA, LLC and Fluidra USA, Inc., have executed this Plan of Merger for and on behalf of each of the Constituent Entities on the date first above written.

FLUIDRA USA, LLC

By:   
Name: CARLOS FRANQUESA  
Title: AUTHORIZED REPRESENTATIVE

FLUIDRA USA, INC.

By:   
Name: Stephen DeBever  
Title: President

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