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Division of Corporations

; (850)205-0380

Account Name

: CORPORATION SERVICE COMPANY

Account Number : 120000000195 Phone

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: (850)558-1575

MERGER OR SHARE EXCHANGE

ZODIAC POOL CARE, INC.

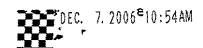
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December 6, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ZODIAC POOL CARE, INC. 2028 NW 25 AVE POMAPNO BEACH, FL 33069

SUBJECT: ZODIAC POOL CARE, INC.

REF: L81422

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109 or 617.0302, Florida Statutes which provides for mergers between Florida Profit and/or Non-Profit Corporation(s). When merging one or more domestic corporations with or into one or more foreign corporations, sections 607.1107 and 607.1105 would be the appropriate statutes for filing this type of merger. Please submit merger filed pursuant to 607.1107 and 607.1105 of the Florida Statutes.

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) 245-6906.

Darlene Connell Document Specialist FAX Aud. #: H06000289345 Letter Number: 106A00069951



Please give original submission date as file date.

P.O BOX 6327 - Tallahassee, Florida 32314

First: The name and jurisdiction of the surviving corporation:

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

Name	<u>Jurisdiction</u>	Document Number (If known/applicable)
Zodiac Pool Care, Inc.	Delaware	<u> </u>
Second: The name and jurisdict	ion of each <u>merging</u> corporation:	
Name	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Zodiac Pool Care, Inc.	Florida	
P41		
		- FEG
, , , , , , , , , , , , , , , , , , ,		
		P I
Third: The Plan of Merger is att	ached.	FLORI
Fourth: The merger shall become Department of State.	ne effective on the date the Articles	of Merger are filed with the Florida
	nter a specific date. NOTE: An effective an 90 days after merger file date.)	date cannot be prior to the date of filing or more
	urviving corporation - (COMPLET) by the shareholders of the survivin	
	by the board of directors of the sur hareholder approval was not requi	
Sixth: Adoption of Merger by m The Plan of Merger was adopted	erging corporation(s) (COMPLETE by the shareholders of the merging	CONLY ONE STATEMENT) corporation(s) on August 31, 2006
	by the board of directors of the me hareholder approval was not requir	

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Zodiac Pool Care, Inc.	Sispantine(s)	Daniel C. Edmundson, Counsel-Sec.
Zodiac Pool Care, Inc.	1000	Daniel C. Edmundson, Counsel-Sec.
	-	
		· · · · · · · · · · · · · · · · · · ·

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:				
Name	Jurisdiction .			
Zodiac Pool Care, Inc.	Delaware			
Second: The name and jurisdiction of	of each merging corporation:			
Name	<u>Jurisdiction</u>			
Zodiac Pool Care, Inc.	Florida	 .		
		•		

Third: The terms and conditions of the merger are as follows:

The name of the surviving corporation in the merger is Zodiac Pool Care, Inc., a Delaware corporation, which will continue its existence as the surviving corporation under the name Zodiao Pool Care, inc., upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

The Certificate of Incorporation and the Bylaws of the surviving corporation shall be the Certificate of Incorporation and Bylaws of Zodiac Pool Care, Inc., a Delaware corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of capital stock of the non-surviving corporation shall be decined to be, and shall be, canceled and retired, and no shares of capital stock of the surviving corporation shall be issued in respect thereof. (Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

<u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows: