

DEC. 7. 2006 10:54 AM

C S C

NO. 468

P. 1

L81422

Florida Department of State

Division of Corporations

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SECRETARY OF STATE  
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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

**RESUBMIT**

Please give original  
submission date as file date.

P.O BOX 6327 - Tallahassee, Florida 32314

## 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.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Zodiac Pool Care, Inc.	Delaware	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Zodiac Pool Care, Inc.	Florida	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR           /          /           (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 31, 2006

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 31, 2006

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**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.

Signature(s):

Daniel C. Edmundson, Counsel-Sec.

Zodiac Pool Care, Inc.

Daniel C. Edmundson, Counsel-Sec.

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**PLAN OF MERGER****(Non Subsidiaries)**

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:

NameJurisdictionZodiac Pool Care, Inc.Delaware

**Second:** The name and jurisdiction of each merging corporation:

NameJurisdictionZodiac 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 Zodiac 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 deemed 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)*

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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