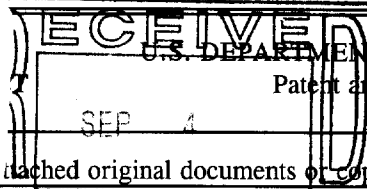


09-17-1998



MRO 9.4.98

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To the Honorable Commissioner of Patents and Trademarks

attached original documents or copy thereof.

1. Name of conveying party(ies):
 AFF ACQUISITION CORP.

Individual Association
 General Partnership Limited Partnership
 Corporation
 Other _____

Additional name(s) of conveying party(ies)
 attached? yes no

3. Nature of Conveyance:
 Assignment
 Security Agreement
 Merger
 Change of Name
 Other _____

Execution Date: _____

2. Name and address of receiving party(ies):
 Name: Hayward/AFFCO, Inc.
 Internal Address: _____
 Street Address: 900 Fairmount Avenue

 City Elizabeth State New Jersey Zip 07207
 Additional name(s) & address(es) attached? Yes No

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New Jersey
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)
867,717; 1,007,336; 1,007,338; 1,032,624; and 1,433,721

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: RALPH W. SELITTO, JR.
 Internal Address: _____
 Street Address: P.O. BOX 1477
 City: EDISON State: NEW JERSEY Zip: 08818

6. Total number of applications and trademarks involved: 5

7. Total fee (37 CFR 3.41): - - - - - \$ 140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

RALPH W. SELITTO, JR. [Signature] 8/31/98
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: _____

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information, Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATION OF INCORPORATION
OF
AFF ACQUISITION CORP.

NCB
FILED
JAN 13 1997
114 2384
LONNA R. HOOKS
SECRETARY OF STATE

AFF ACQUISITION CORP., a corporation organized and existing under and by virtue of the laws of the State of New Jersey (the "Corporation"), pursuant to the provisions of Sections 14A:9-2(4) and 14A:9-4(3) of the New Jersey Business Corporation Act, does hereby certify that:

1. The name of the Corporation is AFF ACQUISITION CORP.
2. The Certificate of Incorporation of the Corporation is hereby amended as follows:

By deleting in its entirety Article FIRST of the Certificate of Incorporation in its present form and substituting in lieu thereof a new Article FIRST in the following form:

"FIRST: The name of the Corporation is Hayward/AFFCO, Inc. (the "Corporation")."

3. The foregoing amendment to the Certificate of Incorporation of the Corporation was adopted in accordance with the provisions of Sections 14A:9-2(4) and 14A:9-4(3) of the New Jersey Business Corporation Act, (a) the Board of Directors of the Company having duly adopted resolutions setting forth such amendment and directing that it be submitted to the shareholders of the Company for consent thereof by unanimous written consent on January 7, 1997, and (b) the holder of all of the 1,000 shares of the common stock, \$.01 par value, of the Corporation entitled to vote thereon


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having duly adopted such amendment by written consent on January 10, 1997.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed on its behalf by its President as of this 10th day of January, 1997.

AFF ACQUISITION CORP.

By 
Robert Davis
President


James D. Krugman
Secretary

corp\hayward\certif\amend.aff