

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LESLIE'S POOLMART		06/11/1997	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	LESLIE'S POOLMART, INC.
Street Address:	3925 E. BROADWAY ROAD
Internal Address:	SUITE 100
City:	PHOENIX
State/Country:	ARIZONA
Postal Code:	85040
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1	
Property Type	Number
Registration Number:	2008596

CORRESPONDENCE DATA	
Fax Number:	(602)734-3750
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	602.262.5311
Email:	TRADEMARKS@LRLAW.COM
Correspondent Name:	CHRISTY L.E. HUBBARD
Address Line 1:	40 N. CENTRAL AVENUE
Address Line 2:	SUITE 1900
Address Line 4:	PHOENIX, ARIZONA 85004

ATTORNEY DOCKET NUMBER:	LESLIE'S POOLMART, INC.
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NAME OF SUBMITTER:	KAREN WILDMAN
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CH \$40.00 2008596

Total Attachments: 2  
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PRICKETT, JONES-CORP

FAX NO. 3028886333

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CERTIFICATE OF MERGER  
OF  
LESLIE'S POOLMART  
INTO  
LPM HOLDINGS, INC.  
(Pursuant to 8 Del. C. § 252)

LPM HOLDINGS, INC., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:

- (a) Leslie's Poolmart, a California corporation; and
- (b) LPM Holdings, Inc., a Delaware corporation.

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law.

3. The surviving corporation shall be LPM Holdings, Inc., the name of which shall be changed to "Leslie's Poolmart, Inc." on the date on which the merger is effective, as provided in Item 4 below.

4. On the date on which the merger is effective, Article I of the Certificate of Incorporation of LPM Holdings, Inc. shall be amended to read in its entirety as follows:

"The name of this Corporation is: Leslie's Poolmart, Inc."

The Certificate of Incorporation of LPM Holdings, Inc., as so amended and in effect on the date on which the merger is effective, shall be the Certificate of Incorporation of LPM Holdings, Inc. as the surviving corporation without further change or amendment until further amended in accordance with the provisions thereof and applicable law.

JUN-11-97 WED 09:05 AM PRICKETT, JONES-CORP

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5. The executed Agreement of Merger is on file at an office of LPM Holdings, Inc. located at:

20630 Plummer St.  
Chatsworth, California 91311

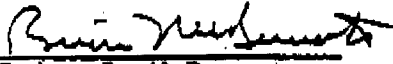
6. A copy of the Agreement of Merger will be furnished by LPM Holdings, Inc., on request and without cost, to any stockholder of any of the constituent corporations.

7. The authorized capital stock of Leslie's Poolmart, a California corporation, is 40,000,000 shares of Common Stock and 1,000,000 shares of Preferred Stock.

IN WITNESS WHEREOF, LPM HOLDINGS, INC. has caused this certificate to be executed by a duly authorized officer as of this 11<sup>th</sup> day of June, 1997.

LPM HOLDINGS, INC.,  
a Delaware corporation

By:

  
Brian P. McDermott  
President and Chief  
Executive Officer