

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion from a Corporation to a Limited Liability Company		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
REXAIR, INC.		06/30/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	REXAIR LLC
Street Address:	3221 W. Big Beaver Road
Internal Address:	Suite 200
City:	Troy
State/Country:	MICHIGAN
Postal Code:	48084
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Serial Number:	78591631	AQUAMATE
Serial Number:	78566206	REXAIR
Serial Number:	78591683	RAINBOW
Serial Number:	78591716	RAINBOW
Serial Number:	75374513	E
Serial Number:	73624863	R
Serial Number:	75274206	R
Serial Number:	72455965	RAINBOW
Serial Number:	75264316	RAINBOW
Serial Number:	73346943	AQUAMATE
Serial Number:	74474758	
Serial Number:	74546602	
Serial Number:	71669274	REXAIR

CH \$790.00 78591631

Serial Number:	73548115	
Serial Number:	73547696	
Serial Number:	75418799	E
Serial Number:	75385412	R
Serial Number:	75385411	R
Serial Number:	76457232	E2
Serial Number:	74546913	RAINBOWMATE
Serial Number:	73719047	RAINBOW PACESETTERS
Serial Number:	76049777	STAR SUMMIT
Serial Number:	75391526	E SERIES
Serial Number:	74224692	RAINBOW MATE
Serial Number:	73670102	
Serial Number:	74554973	
Serial Number:	72136953	HURRICANE
Serial Number:	76089225	RAINMATE
Serial Number:	76089227	RAINMATE
Serial Number:	74555137	
Serial Number:	74554285	

CORRESPONDENCE DATA

Fax Number: (248)594-0610
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 248-594-0600
Email: tlz@raderfishman.com
Correspondent Name: Tracy Zawaski, Rader, Fishman & Grauer
Address Line 1: 39533 Woodward Avenue
Address Line 2: Suite 140
Address Line 4: Bloomfield Hills, MICHIGAN 48304

ATTORNEY DOCKET NUMBER:	68001-0593 & 30 OTHERS
NAME OF SUBMITTER:	Tracy L. Zawaski
Signature:	/Tracy L Zawaski/
Date:	12/28/2005

Total Attachments: 3
source=REXAIR#page1.tif
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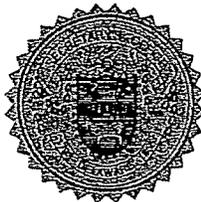
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "REXAIR, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "REXAIR, INC." TO "REXAIR LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2005, AT 1:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



0775698 8100V

050546871

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3992006

DATE: 06-30-05

TRADEMARK
REEL: 003217 FRAME: 0578

JUN 27 2005 16:46 FR JACUZZI BRANDS

61 514 3866 TO 91212458002 Delaware .07

Secretary of State
Division of Corporations
Delivered 01:38 PM 06/30/2005
FILED 01:35 PM 06/30/2005
SRV 050546871 - 0775698 FILE

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A
LIMITED LIABILITY COMPANY**

This Certificate of Conversion of Rexair, Inc. (the "Corporation"), dated June 30th 2005 is being duly executed and filed by Rexair, Inc., pursuant to the provisions of Section 266 of the General Corporation Law of the State of Delaware.

FIRST: The name of the Corporation immediately prior to filing this Certificate is Rexair, Inc. The name the Corporation was originally incorporated as was LC 1, Inc

SECOND: The date the Certificate of Incorporation was originally filed with the Secretary of State is October 14, 1971.

THIRD: The name of the limited liability company as set forth in the certificate of formation is Rexair LLC.

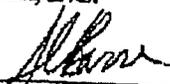
FOURTH: The conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

(NC)20772015/CLOSING/Rexair cert conversion.doc

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be duly executed in its corporate name by its duly authorized officer.

Dated: June 30th 2005

REXAIR, INC.

By: 

Name:

Steven C. Barro

Title:

**Vice President and
Assistant Secretary**

(NY) 207700154105793/R-exair.cert.con/revision.doc