

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/01/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Zodiac Pool Care, Inc.		09/01/2006	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Polaris Pool Systems, Inc.
Street Address:	2620 Commerce Way
City:	Vista
State/Country:	CALIFORNIA
Postal Code:	92081
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	1474749	ALPHA
Registration Number:	1505584	BARACUDA
Serial Number:	78600297	CENSE
Registration Number:	1999407	CLEARVISION
Registration Number:	2587362	CLEARWATER
Registration Number:	2940751	DUOCLEAR
Serial Number:	78359560	INDIGO
Serial Number:	78716707	LAZERNAUT
Registration Number:	2113115	LEAF CATCHER
Registration Number:	2414507	MARS
Registration Number:	2504567	NATURE2
Registration Number:	1953223	NATURE 2
Registration Number:	2118352	RANGER

OP \$490.00 1474749

Serial Number:	77014289	SWEEPY
Registration Number:	1788054	VISION
Serial Number:	76661478	X7 QUATTRO
Registration Number:	2294686	ZIPPY
Registration Number:	3096024	ZOOM
Serial Number:	76661482	QTC SYSTEM

CORRESPONDENCE DATA

Fax Number: (404)815-6555
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404-815-6500
Email: tadmin@kilpatrickstockton.com
Correspondent Name: William H. Brewster
Address Line 1: 1100 Peachtree Street, Suite 2800
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	Z0030/205483
NAME OF SUBMITTER:	Christine P. James
Signature:	/cpj/
Date:	01/04/2007

Total Attachments: 5

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source=Merger of Zodiac Pool Care, Inc. (Florida) with and into Polaris Pool Systems, Inc#page3.tif
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"ZODIAC POOL CARE, INC.", A FLORIDA CORPORATION,

WITH AND INTO "POLARIS POOL SYSTEMS, INC." UNDER THE NAME OF "POLARIS POOL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF SEPTEMBER, A.D. 2006, AT 4:08 O'CLOCK P.M.

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



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060817655

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5017722

DATE: 09-05-06

TRADEMARK
REEL: 003455 FRAME: 0161

**STATE OF DELAWARE
FOREIGN INTO DELAWARE
AGREEMENT OF MERGER**

Now on this 1st day of September, 2006 A.D., Polaris Pool Systems, Inc., a Delaware corporation, and Zodiac Pool Care, Inc., a Florida corporation, pursuant to Section 252 of the General Corporation Law of the State of Delaware, have entered into the following Agreement of Merger;

WITNESSETH that:

WHEREAS, the respective Boards of Directors of the foregoing named corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified; and

WHEREAS, said Polaris Pool Systems, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on August 29, 1994; and

WHEREAS, said Zodiac Pool Care, Inc. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Florida on June 19, 1990;

NOW, THEREFORE, the corporations, parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: Polaris Pool Systems, Inc. hereby merges into itself Zodiac Pool Care, Inc. and said Zodiac Pool Care, Inc. shall be and hereby is merged into Polaris Pool Systems, Inc. which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Polaris Pool Systems, Inc. as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of each of the constituent corporations shall be as follows: Each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement, all rights in respect thereto shall forthwith be sold by Zodiac of North America, Inc., the sole shareholder of both the merged corporation and the surviving corporation, to the surviving corporation for the sum of ten dollars and no cents (\$10.00), and such shares shall be terminated and cancelled.

FOURTH: This merger shall become effective on the 1st day of September, 2006.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement of Merger to be executed by an authorized officer of each party hereto.

POLARIS POOL SYSTEMS, INC.

By: 
Name: Karen Thielscher
Title: President

ZODIAC POOL CARE, INC.

By: 
Name: Karen Thielscher
Title: President

I, Richard Cicchillo, Secretary of Polaris Pool Systems, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Polaris Pool Systems, Inc., a corporation of the State of Delaware, was duly authorized by the stockholders of said Polaris Pool Systems, Inc. pursuant to unanimous written consent, in lieu of a special meeting of said stockholders, said Agreement of Merger, and that thereby the Agreement of Merger was duly adopted as the act of the stockholders of said Polaris Pool Systems, Inc., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said Polaris Pool Systems, Inc. on this 10th day of September, 2006

By: 
Secretary

Name: Richard Cicchillo

I, Dale Seidman, Secretary of Zodiac Pool Care, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Zodiac Pool Care, Inc., a corporation of the State of Delaware, was duly authorized by the stockholders of said Zodiac Pool Care, Inc. pursuant to unanimous written consent, in lieu of a special meeting of said stockholders, and that thereby the Agreement of Merger was duly adopted as the act of the stockholders of said Zodiac Pool Care, Inc., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said Zodiac Pool Care, Inc. on this 28 day of Aug.,
2006.

By: 
Secretary

Name: Dale Seidman