

PATENT 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	Execution Date
ZODIAC POOL CARE, INC.	09/01/2006
RECEIVING PARTY DATA	
Name:	POLARIS POOL SYSTEMS, INC.
Street Address:	2620 COMMERCE WAY
City:	VISTA
State/Country:	CALIFORNIA
Postal Code:	92081
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11953371
CORRESPONDENCE DATA	
Fax Number:	(404)815-6555
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	4048156500
Email:	ipefiling@kilpatrickstockton.com
Correspondent Name:	John S. Pratt, Kilpatrick Stockton LLP
Address Line 1:	1100 Peachtree Street
Address Line 2:	Suite 2800
Address Line 4:	Atlanta, GEORGIA 30309
ATTORNEY DOCKET NUMBER:	14077/350243
NAME OF SUBMITTER:	Angela M. Rossi
Total Attachments: 5 source=Merger#page1.tif source=Merger#page2.tif	

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Delaware

PAGE 1

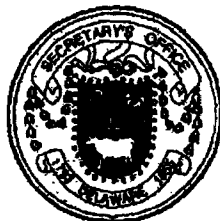
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY 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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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5017722

DATE: 09-05-06

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**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.

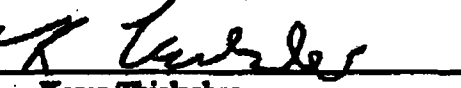
FOURTH: This merger shall become effective on the 1st day of September, 2006.

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

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