

02-22-1999



NSMITTAL OF DOCUMENT FOR RECORDATION
TRADEMARKS ONLY

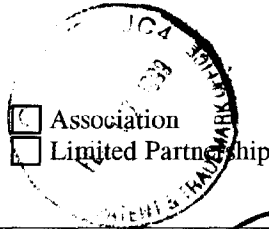
100970898

Documents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Coleman Spas, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other



Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: MAAX Spas (Arizona), Inc.

Street Address: 3839 North 35th Avenue

City: Phoenix State Arizona ZIP 85017

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 7, 1998

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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)

75/328,599

B. Trademark Registration No.(s)

1,676,343
2,212,520

Additional numbers attached? Yes No

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

Name: Fitzpatrick, Cella, Harper & Scinto

30 Rockefeller Plaza

New York, New York 10112-3801

Telephone No.: (212) 218-2100

Facsimile No.: (212) 218-2200

6. Number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$90.00

- 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.

02/19/1999 DMGUYEN 00000287 1676343

FC:481 40.00 OP
FC:482 Edmund J. Haughney 39.00 OP
Name of Person Signing

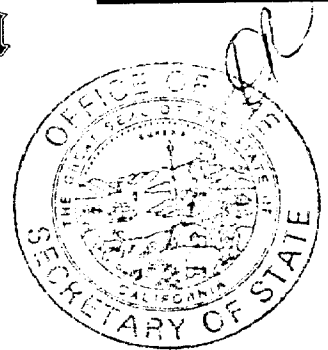
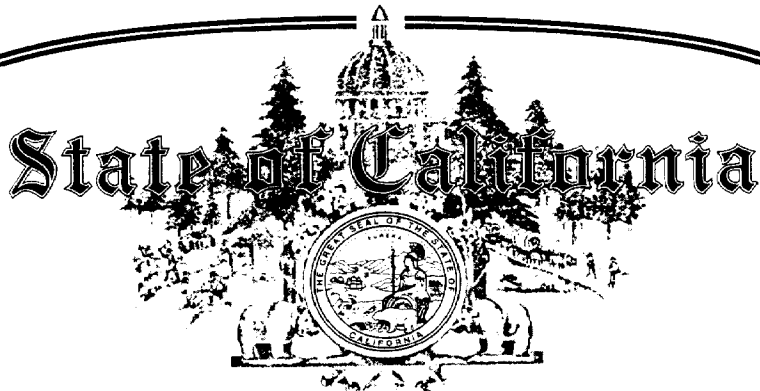
Edmund J. Haughney
Signature

2/17/99
Date

Total number of pages including cover sheet, attachments, and documents: 4

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TRADEMARK
REEL: 1857 FRAME: 0256



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



Bill Jones

Secretary of State

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
COLEMAN SPAS, INC.,
a California corporation**

DEC -7 1998

BILL JONES, SECRETARY OF STATE

Richard Garneau hereby certifies that:

1. He is the Vice-President and Treasurer/Chief Financial Officer of Coleman Spas, Inc., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read in its entirety as follows:

"I

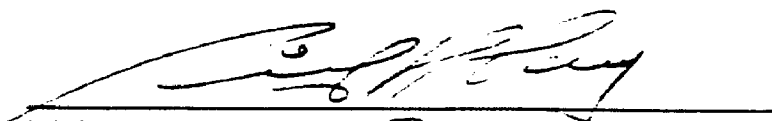
The name of this corporation is: MAAX Spas (Arizona), Inc."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of this corporation.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The corporation's authorized capital stock consists of Common Stock and Preferred Stock. There are 3,562 shares of Common Stock outstanding and 1,000 shares of Preferred Stock outstanding. The number of shares voting in favor of the amendments exceeded the vote required for approval, such required vote being a majority of the outstanding Common Stock and a majority of the outstanding Preferred Stock.

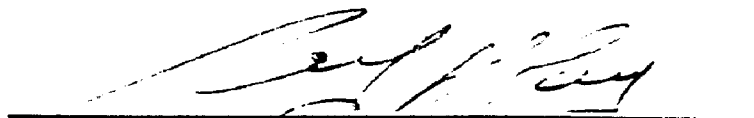
I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of my own knowledge.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of

Amendment at Ste-Marie, Québec on November 27, 1998.



Richard Garneau
Vice President



Richard Garneau
Chief Financial Officer/Treasurer

