



MND 11/16/99

101199118

To the Assistant Commissioner of Patents

and original documents or copy thereof.

1. Name of conveying party(ies):
Baracuda International Corporation

- Individuals(s)
- General Partnership
- Corporation-State Florida
- Other
- Association
- Limited Liability Partnership

Additional names(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies)
Name: **Zodiac Pool Care, Inc.**

Internal Address:

Street Address: **3420 N.W. 53rd Street**

City: **Ft. Lauderdale** State: **Florida** Zip: **33309**

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

If assignee is not domiciled in the Uni designation is attached: Yes

Additional names(s) & address



11-06-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #64

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)
SEE SCHEDULE ATTACHED

B. Trademark Registration No.
SEE SCHEDULE ATTACHED

Additional numbers attached? Yes No

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

Name: **Sharan B. Flexner**

Internal Address: **Kilpatrick Stockton LLP**
Suite 2800

Street Address: **1100 Peachtree Street**

City: **Atlanta** State: **GA** Zip: **30309-4530**

6. Total number of applications and registrations involved **24**

7. Total fee (37 CFR 3.41).....\$ **615.00**

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

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.

Sharan B. Flexner

Name of Person Signing

Signature

Date

Sharan B. Flexner

11-3-99

Total number of pages including cover sheet, attachments, and document:

11/12/1999 DNGUYEN 00000322 1474749

01 FC:481
02 #6:482

40.00 OP
575.00 OP

Zodiac Pool Care, Inc.

Registrations

Schedule A

	Trademark	Registration Number
1.	ALPHA	1474749
2.	ALPHA 2	1983423
3.	ALPHA 2	1953639
4.	BARACUDA	1505584
5.	BARACUDA (and design)	1209513
6.	BETA	1671449
7.	FLOWKEEPER	2088212
8.	HYPERDISC	2042184
9.	JETSTAR	2039258
10	JETSTAR (and design)	2018132
11	K-D KONVERTIBLE	2101527
12	KD PRODUCTS	1671762
13	LEAF CATCHER (stylized)	2113115
14	LEAF GRABBER (and design)	2013473
15	MANTA	1700204
16	POOL PULSE	1678360
17	RANGER	2118352
18	STARCONTROL	2013474

Zodiac Pool Care, Inc.

Applications

Schedule B

	Trademark	Application Number
1.	ALPHA 3	75/369264
2.	CYBERNAUT	75/201055
3.	MARS	75/571180
4.	PORTA POOL	75/185042
5.	ZIPPY	75/388026
6.	ZIPPY PURE	75/388167

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

BARACUDA INTERNATIONAL CORPORATION

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I. of the Articles of Incorporation of Baracuda International Corporation is amended by deleting the same in its entirety and inserting in lieu thereof the following new Article I:

"I.

The name of the corporation (hereinafter referred to as the
"Corporation") is Zodiac Pool Care, Inc."

FILED
99 SEP 16 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: SEPTEMBER 8, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

**TRADEMARK
REEL: 001988 FRAME: 0321**

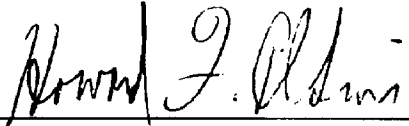
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."

voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 8TH day of SEPTEMBER, 1999.

Signature 

 (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

HOWARD F. ELKINS

 Typed or printed name

CHAIRMAN OF THE BOARD OF DIRECTORS

 Title

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on September 16, 1999, to Articles of Incorporation for BARACUDA INTERNATIONAL CORPORATION which changed its name to ZODIAC POOL CARE, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is L81422.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventeenth day of September, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State