

FILED EFFECTIVE

STATEMENT OF MERGER

2010 DEC 27 AM 11:42

SECRETARY OF STATE
STATE OF IDAHO

This Statement of Merger ("**Statement**") of Pristine Retail LLC, an Idaho limited liability company, with Pristine Pools and Spas LLC, an Idaho limited liability company, is prepared in accordance with Part 2, Section 30-18-205 of the Idaho Entity Transactions Act ("**Act**") as follows:

Subsection (2)(a): Pristine Retail LLC, an Idaho limited liability company is not the surviving entity.

Subsection (2)(b): Pristine Pools and Spas LLC, an Idaho limited liability company in existence before the merger is the surviving entity after the merger.

Subsection (2)(c): The effective date of this merger will be December 30, 2010 or upon filing, whichever is earlier.

Subsection (2)(d): This merger is approved by Pristine Pools and Spas LLC and Pristine Retail LLC in accordance with Part 2 of the "Act" as evidenced by the undersigned.

Subsection (2)(e): There are no amendments to Pristine Pools and Spas LLC's public organic document as a result of this merger.

Subsection (2)(f): Not applicable in this merger.

Subsection (2)(g): Not applicable in this merger.

Subsection (2)(h): Not applicable in this merger.

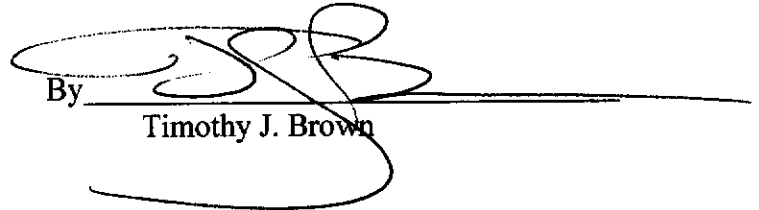
Subsection (3): Timothy J. Brown, whose address is 1637 N. Moorland, Eagle, ID 83616 is the sole Member and holds one hundred percent (100%) of the Membership interest in Pristine Pools and Spas LLC, which holds one hundred percent (100%) of the Membership interest in Pristine Retail LLC, hereby gives consent to the merger set forth in this "Statement" in accordance with 30-6-1002 of the Idaho Uniform Limited Liability Company Act.

Subsection (4): The public organic documents of Pristine Pools and Spas LLC meet the requirements of the laws of the state of Idaho and are included with this "Statement" for reference.

Subsection (5): A plan of merger is not prepared nor will be used in place of this "Statement".

Subsection (6): This "Statement" becomes effective upon the date and time of filing or December 30, 2010, whichever is earlier.

ADOPTED effective as of the date first set forth above, by the undersigned, constituting the sole Member of Pristine Pools and Spas LLC, which is the sole Member of Pristine Retail LLC.

By 
Timothy J. Brown