

F96000005555

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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-05/10/99--01068--010
*****70.00 *****70.00

CORPORATION(S) NAME

Johnson Products Co., Inc. (FL)
Merging into: Carson Products Company (DE)

merger

99 MAY 18 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability 5/18/99 05/10/99
Document _____
Examiner ADP
Updater ADP
Verifier _____
Acknowledgement _____
W.P. Verifier _____

RECORDED
99 MAY 10 AM 7:19
DIVISION OF CORPORATION

*00789, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

JOHNSON PRODUCTS CO., INC., a Florida corporation P93000040242

into

CARSON PRODUCTS COMPANY, a Delaware corporation F96000005555

File date: May 18, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 10, 1999

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: JOHNSON PRODUCTS CO., INC.
Ref. Number: P93000040242

We have received your document for JOHNSON PRODUCTS CO., INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form that you submitted is for a cross-entity merger. I have enclosed the correct form for your convenience.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 199A00025522

RECEIVED
99 MAY 18 AM 11:31
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

| <u>Name</u> | <u>Jurisdiction</u> |
|--------------------------------|---------------------|
| <u>Carson Products Company</u> | <u>Delaware</u> |

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TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each merging corporation is:

| <u>Name</u> | <u>Jurisdiction</u> |
|-----------------------------------|---------------------|
| <u>Johnson Products Co., Inc.</u> | <u>Florida</u> |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on March 31, 1999 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on March 31, 1999 and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER
(Merger of subsidiary corporation(s)).

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

| <u>Name</u> | <u>Jurisdiction</u> |
|--------------------------------|---------------------|
| <u>Carson Products Company</u> | <u>Delaware</u> |

The name and jurisdiction of each subsidiary corporation is

| <u>Name</u> | <u>Jurisdiction</u> |
|-----------------------------------|---------------------|
| <u>Johnson Products Co., Inc.</u> | <u>Florida</u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Prior to the merger, all Johnson Products Co., Inc. ("JPC") stock is owned by Carson, Inc. On the date of the merger, all stock of JPC issued and outstanding shall be retired, cancelled and extinguished, and Carson, Inc. shall be the sole shareholder of the surviving corporation.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

not applicable

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: **not applicable**