

274332

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

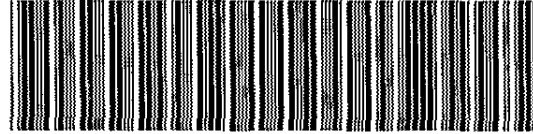
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900084566359

01/23/07--01024--006 **122.50

FILED
07 JAN 23 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended and
Restated

1/23/07 SP

Greenberg Traurig, P.A.

Requester's Name

Address

City/State/Zip

Phone #

Please call June at 222-6891 when ready.
Thank you!

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. APPLICA INCORPORATED 274332
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
APPLICA INCORPORATED

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned corporation hereby adopts the following Fourth Amended and Restated Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Applica Incorporated.

ARTICLE II. ADDRESS

The mailing address of the corporation is 3633 Flamingo Road, Miramar, Florida, 33027.

ARTICLE III. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the current registered office of the corporation is 3633 Flamingo Road, Miramar, Florida, 33027, and the name of the corporation's current registered agent at that address is Lisa R. Carstarphen.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE VII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

FILED
07 JAN 23 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Fourth Amended and Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

* * * * *

The Fourth Amended and Restated Articles of Incorporation were adopted and approved by the shareholders on January 23rd, 2007 in connection with the adoption and approval of the Agreement and Plan of Merger, dated as of October 19, 2006, by and among APN Holding Company, Inc., APN Mergersub, Inc. and Applica Incorporated, as amended. The number of votes cast for the Fourth Amended and Restated Articles of Incorporation were sufficient for approval. The duly adopted and approved Fourth Amended and Restated Articles of Incorporation supersede the Third Amended and Restated Articles of Incorporation of the Corporation, the Second Amended and Restated Articles of Incorporation of the Corporation, the Amended and Restated Articles of Incorporation of the Corporation, the original Articles of Incorporation of the Corporation, and all amendments thereto.

Signed this 23rd day of January, 2007.

APPLICA INCORPORATED

By: Lisa R. Carstarphen
Name: Lisa R. Carstarphen
Its: Vice President, General Counsel and Corporate Secretary