

851365

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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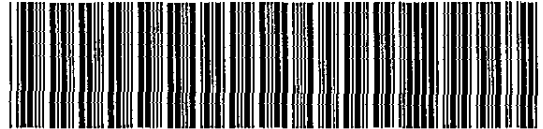
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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02 DEC 30 PM 3:06

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02 DEC 30 PM 3:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN DEC 31 2002

Merger

CT CORPORATION

December 30, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5756651 SO
Customer Reference 1: 694010-1
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

PH III, Inc (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

PH III, INC., a Florida entity, P96000099754

INTO

SUNBEAM PRODUCTS, INC., a Delaware entity, 851365

File date: December 30, 2002

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER

OF

PH III, INC.

AND

SUNBEAM PRODUCTS, INC.

FILED
02 DEC 30 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. The Plan of Merger attached hereto as Exhibit "A" and made a part hereof by reference, for merging PH III, Inc., a Florida corporation ("PH III"), with and into Sunbeam Products, Inc., a Delaware corporation ("Sunbeam"), was approved by the Board of Directors of PH III on December 19, 2002 and adopted by Written Consent of the Board of Directors of Sunbeam on December 19, 2002.

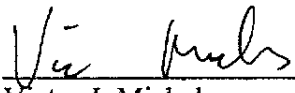
2. The merger of PH III with and into Sunbeam is permitted by the laws of the jurisdiction of organization of Sunbeam and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Sunbeam was December 19, 2002.

3. Shareholder approval was not required for the merger.

4. The effective date of the merger herein provided for in the State of Florida shall be as of the date of filing these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, Sunbeam Products, Inc. and PH III, Inc. have caused these Articles of Merger to be executed this 19th day of December, 2002.

SUNBEAM PRODUCTS, INC.

By: 
Victor J. Michels
Vice President-Legal and Secretary

PH III, INC.

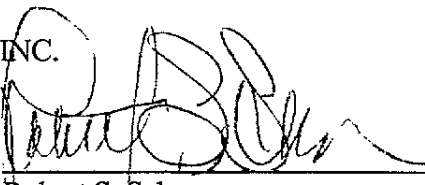
By: 
Robert S. Schur
President and Assistant Secretary

EXHIBIT "A"
PLAN OF MERGER

1. Sunbeam Products, Inc., a Delaware corporation ("Sunbeam"), the parent corporation and the owner of all of the issued and outstanding shares of capital stock of PH III, Inc., a Florida corporation ("PH III"), hereby merges PH III with and into Sunbeam pursuant to Section 607.1104 of the Florida Business Corporation Act and pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL").

2. The separate existence of PH III shall cease at the effective time and date of the merger pursuant to Section 607.1106 of the Florida Business Corporation Act; and Sunbeam shall continue its existence as the surviving corporation pursuant to DGCL.

3. Each issued and outstanding share of capital stock of PH III shall be cancelled and retired and shall cease to exist and no consideration shall be delivered in exchange therefor.

4. The Board of Directors and the proper officers of Sunbeam are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.