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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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-08/11/00--01046--016
*****70.00 *****70.00

Corporation(s) Name

The Ponair Group, Inc.

☒ Profit	☐ Amendment	☐ Merger
☐ Nonprofit	☐ Dissolution	☐ Mark
☒ Foreign	☐ Annual Report	☐ Other
☐ LLC	☐ Reservation	☐ Ch. RA
☐ Limited Partnership	☐ Fictitious Name	☐ UCC
☐ Reinstatement	☐ Photocopies	☐ CUS
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Melanie Strickland

AUG 11

File together

Thank You!

MR 8/11

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DIVISION OF CORPORATIONS
00 AUG 11 PM 12:30



The Conair Group, Inc.
One Conair Drive
Pittsburgh, PA 15202



RECEIVED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 AUG 11 PM 4: 16

State of Florida

RE: The Conair Group, Inc. formerly EIN 25-1514119, now EIN 25-1857152

We are enclosing documents for The Conair Group, Inc. One document is an application is to withdrawal The Conair Group Inc.'s authority to transact business in your state. The other set of documents is an application for certificate of authority for The Conair Group, Inc.

In order to accomplish a corporate restructuring, The Conair Group, Inc., EIN 25-1514119, (CONAIR 1), was merged into Conair Merger Subsidiary, Inc. on December 6, 1999. Conair Merger Subsidiary was formed on November 29, 1999 and had only \$100 cash and \$100 of common stock as its balance sheet at the date of merger. Conair Merger Subsidiary, Inc. was the surviving company and immediately changed its name to The Conair Group, Inc. (CONAIR 2). Concurrent with the formation and merger, CONAIR 2, received EIN 25-1857152.

The end result is the same company, CONAIR 1, now operates as CONAIR 2, the only change being the EIN change. Attached is a list of the corporate charter, corporate net income/franchise/excise, payroll withholding and unemployment account numbers that The Conair Group, Inc. has with your state. In lieu of completing tax registration applications, please forward this letter and attachments to the proper departments to have them switch the existing account numbers from The Conair Group, Inc., EIN 25-1514119 to The Conair Group, Inc., EIN 25-1857152.

Please contact me should you have any questions.

Sincerely,
THE CONAIR GROUP, INC.


Eugene J. O'Sullivan
Vice President, Treasurer and CFO

FILED
STATE
CORPORATIONS

The Conair Group, Inc. is qualified in your state under Federal EIN 25-1514119. On December 6, 1999, The Conair Group, Inc. was merged into Conair Merger Subsidiary, Inc. Conair Merger Subsidiary, Inc. was formed on November 29, 1999 and consisted of a balance sheet of \$100 of cash and \$100 of common stock at the date of merger. Conair Merger Subsidiary, Inc. was the surviving corporation and at the merger date changed its name to The Conair Group, Inc. Concurrent with the merger, The Conair Group, Inc. resulting from the merger received a Federal EIN of 25-1857152. The Conair Group, Inc. is still the same operating company with the same assets and employees. The only difference between The Conair Group, Inc. before the merger and The Conair Group, Inc. after the merger is the change in Federal EIN numbers. Therefore, we request you change the appropriate account numbers from EIN 25-1514119 to EIN 25-1857152.

FLORIDA

Charter/Corp ID F98000005493
Payroll WH
Unemployment 2146245-4

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

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CLERK OF STATE
00 AUG 16 1999
TALLAHASSEE, FLORIDA

1. The Conair Group, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 25-1857152

(FEI number, if applicable)

4. November 29, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 1 Conair Drive, Pittsburgh, Pennsylvania 15202

(Current mailing address)

8. Manufacturer of Equipment

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Luann Davis / asst secy
(Registered agent's signature) (Officer)

LUANN DAVIS / Assistant Secretary
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: G. Watts Humphrey, Jr.

Address: 1 Conair Drive

Pittsburgh, Pennsylvania 15202

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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DIVISION OF CORPORATIONS
00 AUG 11 PM 4:16

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Eugene J. O'Sullivan, Vice President

(Typed or printed name and capacity of person signing application)

FLORIDA STATE
DIVISION OF CORPORATORS
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Application for Certificate of Authority

Directors

-
1. G. Watts Humphrey, Jr.
1 Conair Drive
Pittsburgh, Pennsylvania 15202
 2. E. Niles Kenyon
1 Conair Drive
Pittsburgh, Pennsylvania 15202
 3. Robert W. Riordan
1 Conair Drive
Pittsburgh, Pennsylvania 15202
 4. Thomas Grudovich
1 Conair Drive
Pittsburgh, Pennsylvania 15202
 5. Peter Castenfelt
1 Conair Drive
Pittsburgh, Pennsylvania 15202
 6. William O. DeWitt, Jr.
1 Conair Drive
Pittsburgh, Pennsylvania 15202
 7. William S. Farish
1 Conair Drive
Pittsburgh, Pennsylvania 15202
 8. Frederick C. Hamilton
1 Conair Drive
Pittsburgh, Pennsylvania 15202
 9. Michael McDonnell
1 Conair Drive
Pittsburgh, Pennsylvania 15202
 10. Peter G. Schiff
1 Conair Drive
Pittsburgh, Pennsylvania 15202

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Application for Certificate of Authority

Officers

1. G. Watts Humphrey, Jr., Chief Executive Officer
1 Conair Drive
Pittsburgh, Pennsylvania 15202
2. E. Niles Kenyon, President and Chief Operating Officer
1 Conair Drive
Pittsburgh, Pennsylvania 15202
3. Eugene J. O'Sullivan, Vice President, Chief Financial Officer,
Treasurer
1 Conair Drive
Pittsburgh, Pennsylvania 15202
4. Robert W. Riordan, Secretary
1 Conair Drive
Pittsburgh, Pennsylvania 15202
5. Charles L. Sari, Assistant Secretary, Assistant Treasurer
1 Conair Drive
Pittsburgh, Pennsylvania 15202

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE CONAIR GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF AUGUST, A.D. 2000.

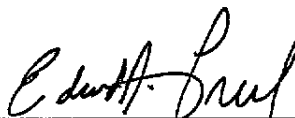
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 AUG 11 PM 4:17

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DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 0606246

DATE: 08-08-00