

F9800001836

Florida Department of State
Division of Corporations
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(((H09000223516 3)))



H090002235163ABC

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Attn: Karen
Gibson

Thank you!

RE-SUBMIT

Please retain original filing

date of submission 10/19/09

COR AMND/RESTATE/CORRECTION/REDESIGN

SPECTRUM BRANDS, INC.

Certificate of Status	0
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AMEND
10/22
10/19/2009

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Division of Corporations
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Please give
to Karen Gibson
Thanks!

COR AMND/RESTATE/CORRECT OR O/D RESIGN

SPECTRUM BRANDS, INC.

Certificate of Status	0
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October 21, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SPECTRUM BRANDS, INC.
6 CONCOURSE PKWY., #3300
ATLANTA, GA 30328

(CHRIS)

SUBJECT: SPECTRUM BRANDS, INC.
REF: F98000001836

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE CERTIFICATION SHOWING THE CONVERSION AND CHANGE OF STATUS MUST COME FROM THE NEW STATE.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

FAX Aud. #: H09000223516
Letter Number: 709A00033563

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F98000001836

(Document number of corporation (if known))

1. Spectrum Brands, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Wisconsin 3. March 31, 1998
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- _____
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

John T. Wilson Sr. VP, Secretary, General Counsel
(Typed or printed name of person signing) (Title of person signing)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 OCT 19 AM 8:31

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A WISCONSIN CORPORATION TO A DELAWARE CORPORATION OF "SPECTRUM BRANDS, INC.", WAS FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2009, AT 1:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



4707116 8317

090952542

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7595320

DATE: 10-21-09