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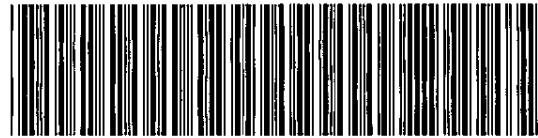
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Merger

11-19-14

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 381676 4300097

AUTHORIZATION :

COST LIMIT : \$ 70.00

[Handwritten signature]

ORDER DATE : November 18, 2014

ORDER TIME : 3:24 PM

ORDER NO. : 381676-005

CUSTOMER NO: 4300097

ARTICLES OF MERGER

APPLICA CONSUMER PRODUCTS,
INC.

INTO

SPECTRUM BRANDS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
APPLICA CONSUMER PRODUCTS, INC.
WITH AND INTO
SPECTRUM BRANDS, INC.**

3
FILED
14 NOV 18 PM 4: 54
eff: 11-23-14

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to sections 607.1105 and 607.1107, Florida Statutes:

First: The name, jurisdiction, and address of the surviving corporation is Spectrum Brands, Inc., a Delaware corporation located at 3001 Deming Way, Middleton, WI 53562 (the "Surviving Corporation").

Second: The name and jurisdiction of the merging corporation is Applica Consumer Products, Inc., a Florida corporation located at 3633 Flamingo Road, Miramar, FL 33027 (the "Merging Corporation").

Third: The Plan of Merger is attached hereto as Exhibit A.

Fourth: The merger shall become effective on November 23, 2014.

Fifth: The Plan of Merger was adopted by the board of directors of the Surviving Corporation in accordance with applicable Delaware law on October 30, 2014, and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the board of directors of the Merging Corporation in accordance with applicable Florida law on October 30, 2014, and shareholder approval was not required.

Seventh: The Surviving Corporation agrees to appoint the Secretary of State of the State of Florida as its agent for process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation party to the merger.

Eighth: The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders of each domestic corporation party to the merger the amount, if any, to which they are entitled under Florida Statute 607.1302

Ninth: The Plan of Merger is on file at the offices of the surviving corporation and a copy of the Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any member or shareholder of any entity that is a party to the merger.

[Signature Page Follows]

IN WITNESS WHEREOF, these articles of merger have been signed on this 31st day of October, 2014, and the statements contained herein are affirmed as true under penalties of perjury.

SPECTRUM BRANDS, INC.

By: Nathan E. Fagre

Name: Nathan E. Fagre

Title: Senior Vice President, Secretary & General Counsel

APPLICA CONSUMER PRODUCTS, INC.

By: Nathan E. Fagre

Name: Nathan E. Fagre

Title: Vice President, General Counsel & Corporate Secretary

Exhibit A

Plan of Merger

PLAN OF MERGER

This plan of merger, dated as of October 29, 2014, is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of the State of Delaware.

The parent corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporation is Spectrum Brands, Inc., a Delaware corporation ("SPB"). The subsidiary corporation is Applica Consumer Products, Inc., a Florida corporation ("ACP").

RECITALS

WHEREAS, in connection with certain corporate reorganizational matters involving SPB and certain of its affiliates, it is contemplated that ACP will merge with and into SPB whereby SPB will be the surviving corporation (the "Merger");

PLAN

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements set forth below, and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereby agree as follows:

1. Merger. Subject to and in accordance with the provisions of this Agreement, at the Effective Time (as defined in Section 2 hereof), ACP will be merged with and into SPB, whereupon the separate existence of ACP shall cease, and SPB shall be the surviving corporation (the "Surviving Corporation") in the Merger.
2. Effective Time. The Merger shall become effective as of 11:58 pm E.D.T. on November 23, 2014 (the "Effective Time").
3. Assumption of Assets and Liabilities. At the Effective Time, the Surviving Corporation shall assume all of the assets and liabilities of ACP.
4. Cancellation of Shares. At the Effective Time, as a result of the Merger and without any action on the part of SPB or any other party, all shares of the capital stock of ACP that are outstanding immediately prior to the Effective Time shall automatically be cancelled and shall cease to exist.
5. Certificate of Incorporation. The Certificate of Incorporation of SPB, as in effect immediately prior to the Effective Time, will continue as the Certificate of Incorporation of the Surviving Corporation until amended in accordance with the applicable provisions of the Delaware General Corporation Law.
6. Bylaws. The bylaws of SPB, as in effect immediately prior to the Effective Time, will continue as the bylaws of the Surviving Corporation until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.
7. Directors and Officers. The directors and officers of SPB immediately prior to the Effective Time shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

8. Entire Plan of Merger; Amendment. This Plan of Merger constitutes the entire agreement between the parties hereto pertaining to the subject matter hereof and supersedes all prior agreements, if any, of the parties. No provision of this Agreement may be amended or modified prior to the Effective Time unless such amendment or modification is in writing and executed by the parties hereto.

9. Miscellaneous.

(a) If, at any time from and after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of ACP, the officers of the Surviving Corporation are hereby authorized, in the name of ACP, to execute and make all such proper assignments and assurances in law, and to do all other things necessary or proper to vest such property or rights in the Surviving Corporation and otherwise carry out the purposes of this Agreement.


(b) The Surviving Corporation shall assume and pay all expenses incurred in connection with the transactions contemplated by this Agreement not theretofore paid by the respective parties.

[Signature page follows]

IN WITNESS WHEREOF, the parties have executed this Agreement and caused the same to be duly delivered on their behalf on the day and year first written above.


"ACP"

Applica Consumer Products, Inc., a Florida corporation

By: 
Name: Nathan E. Fagre
Title: Vice President, General Counsel
& Corporate Secretary

"SPB"

Spectrum Brands, Inc., a Delaware corporation

By: 
Name: Nathan E. Fagre
Title: Senior Vice President, Secretary & General Counsel