

CT CORPORATION SYSTEM

G30131

CORPORATION(S) NAME

Chicago Cutlery, Inc. Merged Into: Chicago Cutlery Etc., Inc.

700003511897--8  
-12/22/00--01077--030  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Merger

700003511897--8  
-12/22/00--01077--029  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy (2)	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS (3) cert
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/22/00

Order#: 3481624

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

FILED  
00 DEC 22 PM 3:11  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
00 DEC 22 PM 1:52  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

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

A CCH LEGAL INFORMATION SERVICES COMPANY

DJR  
12/26/00 93

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CHICAGO CUTLERY ETC., INC., an Indiana corporation F93000005504

INTO

**CHICAGO CUTLERY, INC.**, a Florida entity, G30131

File date: December 22, 2000

Corporate Specialist: Annette Ramsey

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

Name

Chicago Cutlery, Inc.

Jurisdiction

Florida

**Second:** The name and jurisdiction of each merging corporation is:

Name

Chicago Cutlery etc., Inc.

Jurisdiction

Indiana

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 1, 2000.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 1, 2000.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

Raymond J. Kulla, Vice President

Raymond J. Kulla, Vice President

## **AGREEMENT AND PLAN OF MERGER**

This **AGREEMENT AND PLAN OF MERGER** (this "Agreement"), is dated this 1st day of August, 2000, pursuant to the Florida Business Corporation Act, as amended, and the Indiana Business Corporation Law, as amended, between CHICAGO CUTLERY, INC., a Florida corporation ("CUTLERY"), and CHICAGO CUTLERY ETC., INC., an Indiana corporation ("ETC"), which corporations collectively are referred to herein as the "Constituent Corporations."

**WITNESSETH** that:

**WHEREAS**, the Constituent Corporations desire to merge into a single corporation;

**WHEREAS**, each of the Constituent Corporations are wholly-owned subsidiaries of GENERAL HOUSEWARES CORP., a Delaware corporation ("GHC");

**WHEREAS**, ETC is duly organized, existing and in good standing under the laws of the State of Indiana and has 1,000 shares of authorized common stock, 1,000 shares of which are issued and outstanding;

**WHEREAS**, CUTLERY is duly organized, existing and in good standing under the laws of the State of Florida and has 25,000 shares of authorized common class series A stock, 10,416 shares of which are issued and outstanding; and

**WHEREAS**, each of the Board of Directors of the Constituent Corporations have determined that it is in the best interest of each of the Constituent Corporations and their sole shareholder, GHC, that ETC be merged with and into CUTLERY with CUTLERY as the surviving corporation.

**NOW THEREFORE**, the Constituent Corporations, in consideration of the mutual covenants, agreements and provisions hereinafter contained, and for other consideration, the

receipt and sufficiency of which are hereby acknowledged, do hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

**FIRST:** ETC shall be and hereby is merged into CUTLERY and CUTLERY shall be the surviving corporation. Such transaction shall hereinafter be referred to as the "Merger."

**SECOND:** The Articles of Incorporation and By-laws of CUTLERY as in effect on the date of the Merger shall continue in full force and effect as the Articles of Incorporation and By-laws of the corporation surviving the Merger.

**THIRD:** The manner of converting the outstanding shares of the capital stock of each of ETC into the shares or other securities of CUTLERY shall be as follows:

(a) Each share of ETC capital stock which shall be issued and outstanding immediately prior to the effective date of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, be surrendered and canceled.

**FOURTH:** The terms and conditions of the Merger are as follows:

(a) The directors and officers of CUTLERY shall continue in office until the next annual meetings of the shareholders and of the Board of Directors and until their successors shall have been elected and qualified.

(b) The effective date of the Merger (the "Effective Date") shall be the date that the proper Articles of Merger are filed in the office of the Secretary of State of Florida and Indiana.

(c) Upon the Effective Date of the Merger all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and liabilities of every kind and description of ETC shall be transferred to, vested in, and devolve upon, CUTLERY without further act or deed. ETC hereby agrees from time to time, as and when requested by CUTLERY or by its successors or assigns, to execute and deliver or cause to be executed and

delivered all such deeds and instruments and to take or cause to be taken such further or other action as CUTLERY may deem necessary or desirable in order to vest in and confirm to CUTLERY title to and possession of any property of ETC acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the interests and purposes hereof and the proper officers and directors of ETC and the proper officers and directors of CUTLERY are fully authorized in the name of CUTLERY to take any and all such action.


**FIFTH:** This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, and all such counterparts shall constitute one instrument.

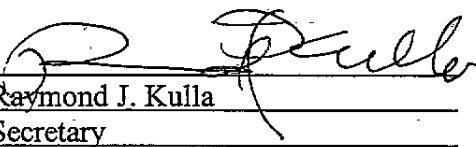
**SIXTH:** Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be amended or terminated and abandoned by the Board of Directors of either Constituent Corporation at any time prior to the date of filing the Articles of Merger with the offices of the Secretary of State of Florida and Indiana provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of either Constituent Corporation shall not (1) alter or change the amount or kind of shares to be received in exchange for or on conversion of all or any of the shares of such Constituent Corporation, (2) alter or change any term of the Articles of Incorporation of CUTLERY to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any shares of capital stock of such Constituent Corporation.

**SEVENTH:** CUTLERY shall be responsible for the payment of all fees and franchise taxes for each of the Constituent Corporations.

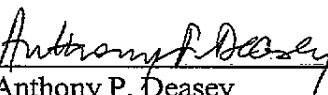
IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and shareholders have caused these presents to be executed by a Vice President and Secretary of each party hereto as the respective act, deed and agreement of each of said corporations, on this 1st day of August, 2000.

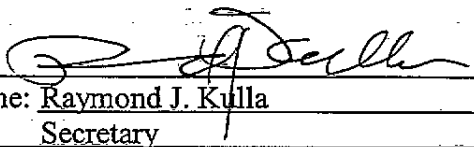
**CHICAGO CUTLERY, INC.**  
a Florida corporation

By:   
Name: Anthony P. Deasey  
Its: Vice President

By:   
Name: Raymond J. Kulla  
Its: Secretary

**CHICAGO CUTLERY ETC, INC.**  
an Indiana corporation

By:   
Name: Anthony P. Deasey  
Its: Vice President

By:   
Name: Raymond J. Kulla  
Its: Secretary