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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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**\*RE-SUBMIT\***

Please retain original filing date of submission 8/11

To: Division of Corporations  
Fax Number : (850)617-6383

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

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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RECEIVED

10 AUG 12 PM 3:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Foreign Limited Liability Company  
Jarden Lux Finco S.a.r.l.

Certificate of Status	0
Certified Copy	1
Page Count	089
Estimated Charge	\$155.00

W1-37923

Note: The translation of the good standing indicates that the ending S.a.r.l. means LLC in French.

Thank You!  
Connie

J. BRYAN

AUG 13 2010

EXAMINER



August 12, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: JARDEN LUX FINCO S.A.R.L.  
REF: W10000037923

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TALLAHASSEE, FLORIDA

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 name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company," "L.C.," and "LC." Please amend your document accordingly.

Need to add LLC to the end of name, we also need the original document from France along with the translation,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Regulatory Specialist II

FAX Aud. #: H10000180821  
Letter Number: 910A00019359

**\*RE-SUBMIT\***

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date of submission 8/11

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Jarden Lux Finco S.a.r.l. (LLC)  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Luxembourg 3. n/a  
(Jurisdiction under the law of which foreign limited liability company is organized) (PEI number, if applicable)

4. March 19, 2010 5. perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. c/o Jarden Corporation  
2381 N.W. Executive Center Drive, Boca Raton, FL 33431  
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:


John E. Capps, Category A Manager 2381 N.W. Executive Center Drive, Boca Raton, FL 33431

Christophe Fender, Category B Manager 23, rue des Bruyeres, L-1274 Howald, Grand Duchy of Luxembourg

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

pooling of excess cash for various foreign entities

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

John E. Capps, Category A Manager

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Jarden Lux Finco S.a.r.l. (LLC)

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System  
(Name)

1200 South Pine Island Road  
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324  
City/State/Zip

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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

CT Corporation System

By:

Connie Bryan  
(Signature)

**Connie Bryan**  
**Assistant Secretary**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)



**TRANSPERFECT**

- ALBANY
- AMSTERDAM
- ATLANTA
- AUSTIN
- BARCELONA
- BERLIN
- BOSTON
- BRUSSELS
- CHARLOTTE
- CHICAGO
- DALLAS
- DENVER
- DUBAI
- DUBLIN
- FRANKFURT
- GENEVA
- HONG KONG
- HOUSTON
- IRVINE
- LONDON
- LOS ANGELES
- MIAMI
- MILAN
- MINNEAPOLIS
- MONTREAL
- MUNICH
- NEW YORK
- PARIS
- PHILADELPHIA
- PHOENIX
- PORTLAND
- PRAGUE
- RESEARCH TRIANGLE PARK
- SAN DIEGO
- SAN FRANCISCO
- SAN JOSE
- SEATTLE
- SINGAPORE
- STOCKHOLM
- STUTTGART
- SYDNEY
- TOKYO
- TORONTO
- VANCOUVER
- WASHINGTON, DC
- ZURICH

**CERTIFICATE OF TRANSLATION**

I, Deniza Kudish, hereby certify that I am fluent in both the English and French languages and I am competent to translate from the French language into the English language. I have translated the attached Jarden Lux Finco S.a.r.l. - Certificate of Good Standing from the French language into the English language to the best of my abilities.

*Deniza Kudish*

Deniza Kudish

Sworn to before me this

09<sup>th</sup> day of August 2010

*Kristin Miloro*

Signature, Notary Public



Stamp, Notary Public

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TALLAHASSEE, FLORIDA

**EXTRACT**

Jarden Lux Finco S.à.r.l.

**Registration number:** B 152080

**Recording/entry date:** 03/26/10

**Corporate name(s) or style:**

Jarden Lux Finco S.à.r.l.

**Legal form:** Limited liability company

**Registered office:**

560A, rue de Neudorf  
L - 2220 Luxembourg

**Indication of the corporate objective:** The objective of the Company is to finance the entities (i) which are directly or indirectly related to Jarden Corporation and/or (ii) in which Jarden Corporation owns directly or indirectly a holding or economic interest or (iii) any other company or enterprise in the form of loans, credits, guarantees or any other form of financial assistance. The Company may borrow in any form whatsoever, except for public borrowing. It may issue shares and bonds and other instruments representing borrowing and/or receivables, including without limitation the issue of "PECS" and "warrants," convertible or not. The Company may also resort to financing operations with banks or financial establishments on the long, medium or short-term. The Company may lend funds, including those arising from borrowing, convertible or not, and/or issues of bonds, to its affiliates, related companies and any other company. It may also grant guarantees or sureties to third parties in order to guarantee its obligations or the obligations of its affiliates, related companies or any other company. (\*)

**Capital/funds:**

Amount: EUR 12,500

Payment status: Fully paid-in

**Incorporation date:** 03/19/10

**Term:**

Indefinite

**Fiscal year:**

By exception, the fiscal year that started on 03/19/10 will end on 12/31/10.

From: 1/1/ to: 12/31

**Associate(s):**

Corporate name or style: Jarden Lux Holding S.à.r.l.

Legal form: Limited liability company

Registration number: B 152067

Registered office of the legal person:

560A, rue de Neudorf, L - 2220 Luxembourg

Shares held: 12,500 shares

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**Administrator(s)/manager(s):**

Signature status under the bylaws: Towards third parties the Company is validly bound by the signature of its sole manager or, in the event of several managers, by the joint signature of two managers. In the event that two categories of managers are created, the Company must be bound by the joint signature of one category A Manager and one category B Manager.

Management entity: Managing board

Last Name: Fender First Name(s): Christophe  
Title: Category B Manager  
Private or professional address of the individual:  
23, rue des Bruyères, L - 1274 Howald  
Duration of the mandate: Indefinite Appointment date: 03/19/10

Surname: Capps Name(s): John E.  
Title: Category A Manager  
Private or professional address of the individual:  
1401, 111 SE 8<sup>th</sup> Avenue, USA - 3301 Fort Lauderdale, Florida  
Duration of the mandate: Indefinite Appointment date: 03/19/10

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(\*) Extract from registration: For details please refer to the file.

True extract (\*)

Luxembourg, 07/12/10

For the manager of the Register of Commerce and Companies

[signature]

Philippe LONIEN

<sup>1</sup> Pursuant to article 21 paragraph 2 of the amended law of December 19, 2002, concerning the register of commerce and companies as well as the accounting and annual accounts of companies and article 21 of the grand-ducal regulation, as amended, of January 23, 2003 implementing the law of December 19, 2002, this extract contains at least the updated situation of the data communicated to the register of commerce and companies up to three days before the issue date of said extract. If a modification was communicated to the register of commerce and companies in the meantime, it may not have been taken into account when issuing the extract.



**EXTRAIT**

Jarden Lux Finco S.à r.l.

**Numéro d'immatriculation :** B 152080

**Date d'immatriculation/d'inscription :** 26/03/2010

**Dénomination(s) ou raison(s) sociale(s) :**

Jarden Lux Finco S.à r.l.

**Forme juridique :** Société à responsabilité limitée

**Siège social :**

560A, rue de Neudorf  
L - 2220 Luxembourg

**Indication de l'objet social :** La Société a pour objet de financer les entités (i) qui sont directement ou indirectement liées à Jarden Corporation, et/ ou (ii) dans lesquelles Jarden Corporation détient directement ou indirectement une participation ou un intérêt économique, ou (iii) toute autre société ou entreprise, sous forme de prêts, crédits, garanties ou toute autre forme d'assistance financière. La Société pourra emprunter sous quelque forme que ce soit, à l'exception d'un emprunt public. Elle peut procéder à l'émission de parts et d'obligations et d'autres titres représentatifs d'emprunts et/ou de créances incluant, sans limitation, l'émission de « PECS » et des « warrants », et ce convertibles ou non. La Société peut également recourir à des opérations de financement auprès de banques ou d'établissements financiers à long, moyen ou court terme. La Société pourra prêter des fonds, y compris ceux résultant des emprunts, convertibles ou non, et/ou des émissions d'obligations, à ses filiales, sociétés affiliées et à toute autre société. Elle peut également consentir des garanties ou des sûretés au profit de tierces parties afin de garantir ses obligations ou les obligations de ses filiales, sociétés affiliées ou de toute autre société. (\*)

**Capital social / fonds social :**

Montant : 12.500 EUR

Etat de libération: Entièrement libéré

**Date de constitution :** 19/03/2010

**Durée :**

Illimitée

**Exercice social :**

Par exception, l'exercice social ayant débuté en date du 19/03/2010 se terminera en date du 31/12/2010.  
Du: 01/01 au: 31/12

**Associé(s) :**

Dénomination ou raison sociale : Jarden Lux Holdings S.à r.l.

Forme juridique : Société à responsabilité limitée

Numéro d'immatriculation : B 152067

Siège social de la personne morale :

560A, rue de Neudorf, L - 2220 Luxembourg

Parts détenues : 12.500 parts sociales

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**Administrateur(s)/gérant(s) :**

Régime de signature statutaire : Envers les tiers, la Société est valablement engagée par la signature de son gérant unique ou, en cas de pluralité de gérants, par la signature conjointe de deux gérants. Dans l'éventualité où deux catégories de gérants sont créées, la Société sera obligatoirement engagée par la signature conjointe d'un Gérant de catégorie A et d'un Gérant de catégorie B.

Organe : Conseil de gérance

Nom : Fender Prénom(s) : Christophe  
Fonction : Gérant de catégorie B  
Adresse privée ou professionnelle de la personne physique :  
23, rue des Bruyères, L - 1274 Howald  
Durée du mandat : Indéterminée Date de nomination : 19/03/2010

Nom : Capps Prénom(s) : John E.  
Fonction : Gérant de catégorie A  
Adresse privée ou professionnelle de la personne physique :  
1401, 111 SE 8th Avenue, USA - 33301 Fort Lauderdale, Floride  
Durée du mandat : Indéterminée Date de nomination : 19/03/2010

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(\*) Extrait de l'inscription : Pour le détail prière de se reporter au dossier.

Pour extrait conforme (\*)

Luxembourg, le 12/07/2010

Pour le gestionnaire du registre de commerce et des sociétés

Philippe LONNIEN

\* En application de l'article 21 paragraphe 2 de la loi modifiée du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises et l'article 21 du règlement grand-ducal modifié du 23 janvier 2003 portant exécution de la loi du 19 décembre 2002, le présent extrait reprend au moins la situation à jour des données communiquées au registre de commerce et des sociétés jusqu'à trois jours avant la date d'émission dudit extrait. Si une modification a été notifiée au registre de commerce et des sociétés entre temps, il se peut qu'elle n'ait pas été prise en compte lors de l'émission de l'extrait.