

P00000093332



ACCOUNT NO. : 072100000032

REFERENCE : 145432 7179941

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED  
2001 MAY 15 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 9, 2001

ORDER TIME : 12:51 PM

ORDER NO. : 145432-005

CUSTOMER NO: 7179941

CUSTOMER: Mr. Scott Wells  
Aronauer, Goldfarb, Sills &  
444 Madison Avenue

New York, NY 10022

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 MAY 15 PM 2:38  
DO NOT FILE  
TO ACHIEVE  
SUFFICIENCY OF FILING

ARTICLES OF MERGER

NETWEB ONLINE.COM INC.

INTO

600004218356--0

SPECTRUM BRANDS CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: \_\_\_\_\_

COULLIETTE MAY 15 2001

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

NETWEB ONLINE.COM INC., a Texas corporation not qualified

INTO

**SPECTRUM BRANDS CORPORATION**, a Florida entity, P00000093332.

File date: May 15, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

**ARTICLES OF MERGER  
OF  
NETWEB ONLINE.COM INC.  
A TEXAS CORPORATION  
AND  
SPECTRUM BRANDS CORPORATION,  
A FLORIDA CORPORATION**

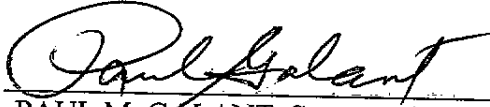
**FILED**  
**2001 MAY 15 PM 4:26**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign parent business corporation and the domestic wholly-owned subsidiary business corporation herein named do hereby adopt the following Articles of Merger:

1. Annexed hereto and made part hereof is the Plan of Merger for merging NetWeb OnLine.Com Inc. ("NetWeb"), a corporation organized under the jurisdiction of the State of Texas with and into Spectrum Brands Corporation ("SBC"), a wholly-owned subsidiary of NetWeb and a corporation organized under the jurisdiction of the State of Florida.
2. The merger of NetWeb with and into SBC is permitted by the laws of the jurisdiction of organization of NetWeb and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of NetWeb was April 13, 2001.
3. The Board of Directors of SBC approved and adopted the aforesaid Plan of Merger by written consent given on April 13, 2001 in accordance with the provisions of the Florida Business Corporation Act.
4. Annexed hereto and made part hereof is the resolution to merge NetWeb into SBC as adopted by the Board of Directors of SBC on April 13, 2001.
5. The effective time and date of the merger herein provided for in the State of Florida shall be 5:00 p.m. on May 15, 2001.
6. The shareholders of SBC and NetWeb entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on May 15, 2001.

**SPECTRUM BRANDS CORPORATION and  
NETWEB ONLINE.COM INC.**

By:   
PAUL M. GALANT, Secretary/Treasurer of  
both Corporations

Date: May 15, 2001

**PLAN OF MERGER APPROVED** on April 13, 2001 by NetWeb OnLine.Com Inc. ("NetWeb"), a corporation of the State of Texas, and by resolution adopted by its Board of Directors on said date, and approved on April 13, 2001 by Spectrum Brands Corporation ("SBC"), a wholly-owned subsidiary of NetWeb and a corporation of the State of Florida, and by resolution adopted by its Board of Directors on said date.

1. NetWeb and SBC shall, pursuant to the provisions of the Texas Business Corporation Act and of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Spectrum Brands Corporation, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name. The surviving corporation shall be governed by the laws of the State of Florida, which is the jurisdiction of its organization. The separate existence of NetWeb, which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the effective date of the merger in accordance with the provisions of the Texas Business Corporation Act.

2. The articles of incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation.

3. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the terminating corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first 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.


5. Each issued share of the terminating corporation, constituting 7,590,478 shares of common stock, shall, upon the effective date of the merger, be converted into one-twentieth (1/20) of one (1) share of SBC, for a total of 379,524 shares of common stock. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation. No fraction of a share of common or preferred stock shall be required to be issued by virtue of the merger, but in lieu thereof, at the option of SBC, each holder of shares of such stock who would otherwise be entitled to a fraction of a share of the surviving corporation (after aggregating all fractional shares of the surviving corporation that otherwise would be received by such holder) may, upon surrender of such holder's certificate(s), receive from the surviving corporation an amount of cash (rounded to the nearest whole cent), without interest, equal to the product of (a) such fraction, multiplied by (b) the mean between the bid and the asking price of the surviving corporation's stock on the five (5) days preceding the effective date of the merger.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the Texas Business Corporation Act and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.


7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation and the merger shall have been authorized by their duly adopted resolution in the manner prescribed by the provisions of the Texas Business Corporation Act, and in the event that the Plan of Merger shall have been approved by the shareholders of the surviving corporation in compliance with the provisions of the Florida Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Texas and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

Executed on April 13, 2001.

**NETWEB ONLINE.COM INC.,  
A TEXAS CORPORATION**

By:   
PAUL M. GALANT, Secretary/Treasurer

**SPECTRUM BRANDS CORPORATION,  
A FLORIDA CORPORATION**

By:   
PAUL M. GALANT, Secretary/Treasurer

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF  
SPECTRUM BRANDS CORPORATION,  
A FLORIDA CORPORATION**

The undersigned, being all of the Directors of Spectrum Brands Corporation ("SBC"), duly organized under the laws of the State of Florida, hereby adopt the following resolutions upon written consent pursuant to the Bylaws of SBC and the Florida Business Corporation Act:

**RESOLVED** that SBC enter into a Plan of Merger dated April 13, 2001, by and among SBC and its parent NetWeb OnLine.Com Inc. ("NetWeb"), a business corporation organized under the laws of the State of Texas, to merge NetWeb into SBC.

**RESOLVED** that, pursuant to the Plan of Merger, SBC shall be the surviving corporation at the effective time and date of the merger, and that the separate existence of NetWeb shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

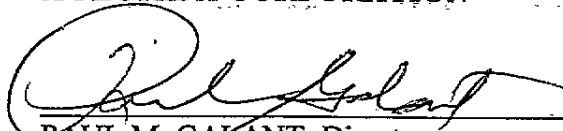
**RESOLVED** that, pursuant to the Plan of Merger, each issued share of NetWeb, constituting 7,590,478 shares of common stock, shall, at the effective time and date of the merger, be converted into one-twentieth (1/20) of one (1) share of SBC, for a total of 379,524 shares of common stock.

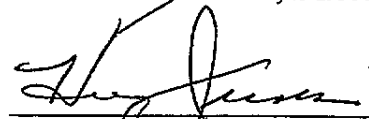
**RESOLVED** that no fraction of a share of common or preferred stock shall be required to be issued by virtue of the merger, but in lieu thereof, at the option of SBC, each holder of shares of such stock who would otherwise be entitled to a fraction of a share of the surviving corporation (after aggregating all fractional shares of the surviving corporation that otherwise would be received by such holder) may, upon surrender of such holder's certificate(s), receive from the surviving corporation an amount of cash (rounded to the nearest whole cent), without interest, equal to the product of (a) such fraction, multiplied by (b) the mean between the bid and the asking price of the surviving corporation's stock on the five (5) days preceding the effective date of the merger.

**RESOLVED** that the Plan of Merger be authorized, ratified and approved.

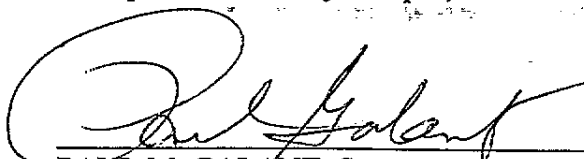
**RESOLVED** that the Board of Directors and the proper officers of SBC are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the merger of NetWeb into SBC.

**SPECTRUM BRANDS CORPORATION,  
A FLORIDA CORPORATION**

  
\_\_\_\_\_  
PAUL M. GALANT, Director

  
\_\_\_\_\_  
HARVEY JUDKOWITZ, Director

The foregoing resolutions were adopted the 13<sup>th</sup> day of April, 2001.

  
\_\_\_\_\_  
PAUL M. GALANT, Secretary