

P01000050889

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MERGER OR SHARE EXCHANGE  
The Coleman Company, Inc.

Certificate of Status	0
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CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
DADE, FLORIDA

**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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Coleman Company, Inc.</u>	<u>Delaware</u>	<u>2282086 (Delaware)</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Aero Products International, Inc.</u>	<u>Florida</u>	<u>P01000050889</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 03 / 01 / 2011 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 February 23, 2011

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 February 23, 2011

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)



## AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER** (the "Merger Agreement"), dated as of February 23, 2011, between The Coleman Company, Inc., a business corporation organized under the laws of the State of Delaware ("TCCI"), and Aero Products International, Inc., a business corporation organized under the laws of the State of Florida ("Aero Products").

### WITNESSETH:

WHEREAS, Aero Products and TCCI and the respective board of directors thereof deem it advisable and to the advantage, welfare and best interest of each corporation and their respective stockholders to merge Aero Products with and into TCCI pursuant to the provisions of the Florida Business Corporation Act ("FBCA") and the Delaware General Corporation Law ("DGCL"), respectively, upon the terms and conditions hereinafter set forth; and

WHEREAS, the parties intend that, for U.S. federal income tax purposes, the merger of Aero Products with and into TCCI will qualify as tax-free liquidation that is described in Section 332 of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants set forth herein, the parties hereto agree as follows:

**ARTICLE 1: Merger.** Upon the filing of (i) a Certificate of Merger with the Secretary of State of the State of Delaware, and (ii) Articles of Merger with the Secretary of State of the State of Florida, at the Effective Time (as defined below), Aero Products shall be merged with and into TCCI (the "Merger") and TCCI shall be the corporation surviving the Merger (hereinafter referred to as the "Surviving Corporation"). The "Effective Time" of the Merger shall be 12:01 am on March 1, 2011.

**ARTICLE 2: Directors, Officers and Governing Documents.** The directors of the Surviving Corporation from and after the Effective Time shall be the directors of TCCI immediately prior to the Effective Time. The officers of the Surviving Corporation immediately after the Effective Time shall be the officers of TCCI immediately prior to the Effective Time. These officers and directors shall hold office in accordance with the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws of the Surviving Corporation. Each of the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws of the Surviving Corporation as in force and effect at the Effective Time of the Merger will be the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws, respectively, 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 State of Delaware.

**ARTICLE 3: Name.** The name of the Surviving Corporation shall be: The Coleman Company, Inc.

ARTICLE 4: Effect of Merger on Shares of Stock of TCCI and Aero Products. At the Effective Time, each share of common stock, \$0.01 par value of TCCI outstanding immediately prior to the Effective Time shall remain unchanged. At the Effective time, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock of Aero Products outstanding immediately prior to the Effective Time shall be extinguished and cancelled, without the payment of consideration therefor.

ARTICLE 5: Effect of the Merger. The Merger shall have the effect set forth in the DGCL and the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of Aero Products shall be vested in the Surviving Corporation, and all debts, liabilities and duties of Aero Products shall become the debts, liabilities and duties of the Surviving Corporation.

ARTICLE 6: Approval. The Merger Agreement herein made and approved shall be submitted to the sole stockholder of Aero Products and the stockholders of TCCI for their approval or rejection in the manner prescribed by the provisions of the FBCA and the DGCL, respectively.

ARTICLE 7: Authorization. The stockholders, board of directors and the proper officers of Aero Products and of the Surviving Corporation, respectively, 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 this Merger Agreement or of the Merger herein provided for.

ARTICLE 8: Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Aero Products such deeds and other instruments, and there shall be taken or caused to be taken by the Surviving Corporation all such further and other actions, as shall be appropriate or necessary in order to vest, perfect or confirm in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers and authority of Aero Products, and otherwise to carry out the purposes of this Merger Agreement. The officers and directors of the Surviving Corporation are fully authorized, on behalf of the Surviving Corporation or Aero Products, to take any and all such actions and to execute and deliver any and all such deeds, documents and other instruments.

[The remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned have executed this Merger Agreement as of the date first above written.

THE COLEMAN COMPANY, INC.

By: Jarrett Brateman  
Name: Jarrett Brateman  
Title: Assistant Secretary

AERO PRODUCTS INTERNATIONAL, INC.

By: Jarrett Brateman  
Name: Jarrett Brateman  
Title: Assistant Secretary