100002231101--2 -07/07/97--01079--010 *****35.00 ******35.00

Spalding & Evenflo Companies, Inc. POST OFFICE BOX 30101 • TAMPA, FLORIDA 33630-3101

Other

779,641,671

CR2E031(1:95)

Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) □ Walk in Pick up time Certified Copy Mail out Photocopy Will wait Certificate of Status **AMENDMENTS** NEW FILINGS FILING 35 OS COPY_ **Profit** Amendment R. AGENT NonProfit Resignation of R.A., Officer/ Director BALANCE SVISION OF CORPORATIONS Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger Name REGISTRATION/ OTHER FILINGS vailability QUALIFICATION Document Annual Report xaminer Foreign Fictitious Name Indater Limited Partnership ∏ /a er Name Reservation Verifyer Reinstatement Aaknowieugement Trademark W. P. Verityer

Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 5, 1997

ANN BECK SPALDING & EVENFLO COMPANIES, INC. PO BOX 30101 TAMPA, FL 33630-3101

SUBJECT: E & S HOLDINGS CORPORATION Ref. Number: P03322

We have received your document for E & S HOLDINGS CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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 (904) 487-6911.

Brenda Tadlock Sr. Corporate Section Administrator

Letter Number: 997A00030529

Brender,
Please ree supporting
doc. + back date, if
possible to 6-5-97.
Thanks.

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

	SEE OF MARIE
SECTION I (1-3 must be completed)	53
1. E & S Holdings Corporation Name of corporation as it appears withi	n the records of the Department of State.
2. Incorporated under laws of: Delaware	
3. Date authorized to do business in Florida: _	September 10, 1984
SECTION II (4-7 complete only the app	plicable changes)
4. If the amendment changes the name of effected under the laws of its jurisdiction of income.	f the corporation, when was the change corporation?
January 15, 1997	
5. Name of corporation after the amendment corporated," or appropriate abbreviation, if no	, adding suffix "corporation," "company," "in at contained in new name of the corporation
Evenflo & Spalding Holdings Corporation	
6. If the amendment changes the period of du	ration, indicate new period of duration.
7. If the amendment changes the jurisdiction of	of incorporation, indicate new jurisdiction.
W Michael Kpiled	June 23, 1997
Signature Name and Title	Date

(FLA.- 2251 - 3/19/93)

W. Michael Kipphut, Vice President/Treasurer

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY THAT THE SAID "E & S HOLDINGS

CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS

NAME TO "EVENFLO & SPALDING HOLDINGS CORPORATION", THE FIFTEENTH

DAY OF JANUARY, A.D. 1997, AT 4:30 O'CLOCK P.M.



Edward J. Freel, Secretary of State

AUTHENTICATION:

8520142

DATE:

06-19-97