

To: FL Dept. of State
Subject: 000438.79156

From: Katie Wonsch

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

000438.79156

MERGER OR SHARE EXCHANGE

APPLICA CONSUMER PRODUCTS, INC.

Certificate of Status	0
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**ARTICLES OF MERGER OF
APPLICA INCORPORATED, A FLORIDA CORPORATION,
INTO APPLICA CONSUMER PRODUCTS, INC., A
FLORIDA CORPORATION**

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Act"), the parties hereto hereby adopt the following Articles of Merger merging APPLICA INCORPORATED, a Florida corporation, with and into its wholly-owned subsidiary APPLICA CONSUMER PRODUCTS, INC.:

1. The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Applica Consumer Products, Inc.	Florida

2. The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Applica Incorporated	Florida

3. A copy of the Plan of Merger, a copy of which is attached hereto and made a part hereof, was adopted and approved by the directors and sole shareholder of Applica Incorporated on 12/28/07 in accordance with Section 607.1104 of the Act. Adoption and approval of the Plan of Merger by Applica Consumer Products, Inc. is not required.

4. The merger shall become effective on the date on which these Articles of Merger are filed with the Florida Department of State (the "Effective Date").

5. The mailing of the Plan of Merger to the shareholders of Applica Consumer Products, Inc. was waived by Applica Incorporated, the sole shareholder of Applica Consumer Products, Inc.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be executed by their respective officers effective as of 12/28/07.

APPLICA CONSUMER PRODUCTS, INC.

By: Lisa R. Corstaphen
Name: Lisa R. Corstaphen
Title: Corporate Secretary

APPLICA INCORPORATED

By: Lisa R. Corstaphen
Name: Lisa R. Corstaphen
Title: Corporate Secretary

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PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is adopted as of the date set forth below in accordance with Section 607.1104 of the Florida Business Corporation Act (the "Act").

FIRST: The name and jurisdiction of the parent corporation owning one hundred percent (100%) of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Applica Incorporated	Florida

SECOND: The name and jurisdiction of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Applica Consumer Products, Inc	Florida

THIRD: The terms and conditions of the merger (including, without limitation, the manner and basis of converting the shares of the parent corporation into shares of the subsidiary corporation) are as follows:

1. **MERGER.** On the Effective Date (as defined in Section 2 below), the APPLICA INCORPORATED (the "Merging Corporation") shall be merged (the "Merger") with and into APPLICA CONSUMER PRODUCTS, INC. (the "Surviving Corporation"), with the Surviving Corporation remaining the surviving corporation.

2. **EFFECTIVE DATE.** The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

3. **EFFECT OF MERGER.** Upon the Effective Date: (a) the Merging Corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merging Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all the rights, privileges, powers, and immunities of the Merging Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merging Corporation, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed; and (c) all rights of creditors and all liens upon any property of the constituent corporations of the Merger shall remain unimpaired, without further act or deed.

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4. ARTICLES OF INCORPORATION, BYLAWS, OFFICERS AND DIRECTORS OF SURVIVING CORPORATION. Upon the Effective Date: (a) the Articles of Incorporation of the Surviving Corporation shall remain and continue as the Articles of Incorporation of the Surviving Corporation; (b) the Bylaws of the Surviving Corporation shall remain and continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation shall remain and continue as the officers and directors of the Surviving Corporation until their successors are duly elected and qualified.

5. EFFECT ON SHARES OF THE MERGING CORPORATION AND THE SURVIVING CORPORATION. (a) Each share of the Merging Corporation's common stock, par value \$.01 per share, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of Merging Corporation or the Surviving Corporation, be converted into one share of common stock, par value \$.01 per share, of the Surviving Corporation. (b) Each share of the Surviving Company's common stock, par value \$.01 per share, issued and outstanding immediately prior to the Effective Time (all of which are held by the Merging Corporation) shall, by virtue of the Merger and without any action on the part of Merging Corporation or the Surviving Corporation, be cancelled without payment of any consideration therefor.

6. WAIVER OF MAILING OF PLAN OF MERGER. The Merging Corporation, as sole shareholder of the Surviving Corporation, hereby waives mailing of a copy of this Plan.

IN WITNESS WHEREOF, the Board of Directors of Applica Incorporated has adopted this Plan of Merger on the date first above written.

APPLICA INCORPORATED

By: *Lisa L. Carstaphen*
Name: *Lisa L. Carstaphen*
Title: *Corporate Secretary*
Date: *12/28/07*

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SHAREHOLDER APPROVAL

APN HOLDING COMPANY, INC., the sole shareholder of Applica Incorporated, a Florida corporation, hereby approves the merger of Applica Incorporated with and into Applica Consumer Products, Inc., a Florida corporation, in accordance with the terms of the Plan of Merger adopted by the Board of Directors of Applica Incorporated.

APN HOLDING COMPANY, INC.

By: 

Name:

Title:

Date: 12/28/07

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