

P96000028274

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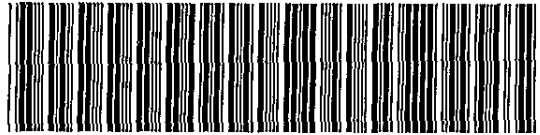
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
02 DEC 31 AM 10:42
DIVISION OF CORPORATION

FILED
02 DEC 31 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN DEC 31 2002

Merger



ACCOUNT NO. : 072100000032

REFERENCE : 868733 7270423

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : December 23, 2002

ORDER TIME : 4:50 PM

ORDER NO. : 868733-010

CUSTOMER NO: 7270423

CUSTOMER: Ms. Lisa R. Carstarphen
Applica Incorporated
5980 Miami Lakes Drive

Miami Lakes, FL 33014

ARTICLES OF MERGER

WEITECH, INC.

INTO

APPLICA CONSUMER PRODUCTS,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WEITECH, INC., doing business in Florida as WEITECH OF MIAMI, INC., a
Oregon entity, F02000004080

INTO

APPLICA CONSUMER PRODUCTS, INC., a Florida entity, P96000028274.

File date: December 31, 2002

Corporate Specialist: Teresa Brown

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER OF
WEITECH, INC.

INTO

APPLICA CONSUMER PRODUCTS, INC., a Florida corporation

FILED
02 DEC 31 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

A copy of the Agreement and Plan of Merger (the "Agreement") between Weitech, Inc., an Oregon corporation ("Weitech"), and Applica Consumer Products, Inc., a Florida corporation ("Applica"), pursuant to which Weitech is to be merged with and into Applica, is attached hereto as Exhibit A.

ARTICLE II

The Agreement and Plan of Merger was duly adopted by the sole shareholder of Weitech pursuant to a written consent dated December 31, 2002 and by the sole shareholder of Applica pursuant to a written consent dated December 31, 2002.

ARTICLE III

Pursuant to the Agreement, Applica shall be the surviving entity of the merger of Weitech with and into Applica (the "Merger") and the Articles of Incorporation of Applica shall be the surviving Articles of Incorporation. The Merger shall be effective as of the date of filing of these Articles of Merger.

ARTICLE IV

A copy of the executed Agreement is on file at the principal offices of Applica located at 5980 Miami Lakes Drive, Miami Lakes, Florida 33014 and will be furnished to any stockholder of Applica or Weitech on request without cost.

ARTICLE V

After the Merger, pursuant to Section 60.501(2)(1) of the Oregon Business Corporation Act, Applica hereby irrevocably appoints the Secretary of State of the State of Oregon as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of Applica or Weitech. The Oregon Secretary of State is requested to mail a copy of any such process to Applica at 5980 Miami Lakes Drive, Miami Lakes, Florida 33014.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the duly authorized officers of Applica and Weitech on this 31st day of December, 2002.

WEITECH, INC.

By: 
Lisa R. Carstarphen, Secretary

APPLICA CONSUMER PRODUCTS, INC.

By: 
Terry Polistina, Chief Financial Officer

Exhibit A

AGREEMENT AND PLAN OF MERGER

OF

WEITECH, INC., an Oregon corporation

INTO

APPLICA CONSUMER PRODUCTS, INC., a Florida corporation

1. Applica Consumer Products, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Weitech, Inc., which is a business corporation of the State of Oregon, hereby merges Weitech, Inc. into Applica Consumer Products, Inc. pursuant to Section 60.501 of the Oregon Business Corporation Act and pursuant to Section 607.1107 of the Florida Business Corporation Act.

2. The separate existence of Weitech, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Oregon Business Corporation Act; and Applica Consumer Products, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares of Weitech, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Applica Consumer Products, Inc. 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 Plan of Merger or of the merger herein provided for.

WEITECH, INC.

**Written Consent of the Board of
Directors in Lieu of a Meeting**

Dated as of December 31, 2002

The undersigned, being all of the members of the Board of Directors of WEITECH, INC., an Oregon corporation (the "Corporation"), hereby take the following actions without a meeting by written consent pursuant the Oregon Business Corporation Act, and direct that these actions be filed with the records of the Corporation:

RESOLVED, that the Agreement and Plan of Merger (the "Merger Agreement") among the Corporation and Applica Consumer Products, Inc. ("Applica"), in substantially the form presented to the Board of Directors of the Corporation, is hereby approved and adopted;

RESOLVED, that the Board of Directors of the Corporation hereby declares the adoption of the Merger Agreement to be advisable and recommends that it be submitted to the sole shareholder of the Corporation for ratification and approval;

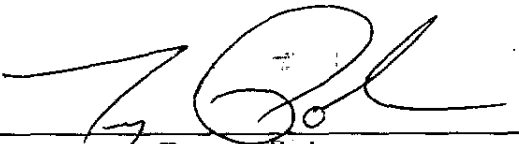
RESOLVED, that the Corporation be merged with and into Applica and that all of the estates, properties, rights, privileges, powers and franchises of the Corporation be vested in and held and enjoyed by Applica as fully and entirely and without change or diminution as the same were before held and enjoyed by the Corporation in its name and that Applica assume all of the obligations of the Corporation;

RESOLVED, that subject to the approval of the Merger Agreement by the sole shareholder of the Corporation, any officer of the Corporation, and each of them acting singly, is hereby authorized and directed to execute and deliver and file with the Secretary of State of the State of Florida and the Secretary of State of the State of Oregon the Articles of Merger in accordance with the Merger Agreement, with such changes therein as may be approved by the officers executing the same, the execution thereof to be conclusive evidence of such approval;

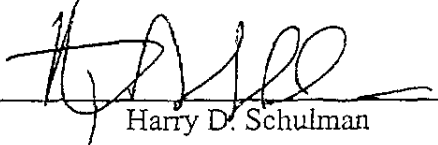
RESOLVED, that the effective dates of the Merger shall be the dates upon which the Articles of Merger are filed with the Secretary of State of the State of Florida and the Secretary of State of the State of Oregon; and

RESOLVED, that any officer of the Corporation, and each of them acting singly, is hereby authorized and directed to execute and deliver any agreements, instruments or other documents and to take such other action as he or she shall deem necessary or appropriate to carry out the purpose of the aforementioned resolutions, and the taking of any such action shall be conclusive evidence that the same was authorized and ratified hereby.

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Corporation, have executed this Written Consent of the Board of Directors as of the date first written above.



Terry Polistina



Harry D. Schulman

WEITECH, INC.

**Written Consent of the
Sole Shareholder in Lieu of a Meeting**

Dated as of December 31, 2002

The undersigned, being the sole shareholder of Weitech, Inc., an Oregon corporation (the "Corporation"), hereby takes the following action without a meeting by written consent pursuant to the Oregon Business Corporation Act, and directs that this action be filed with the records of the Corporation.

WHEREAS, the sole shareholder has reviewed the resolutions and recommendations of the Board of Directors of the Corporation set forth in its Written Consent dated as of December 31, 2002;

RESOLVED, that the Agreement and Plan of Merger among the Corporation and Applica Consumer Products, Inc., is hereby ratified and approved in substantially the form presented to the Board of Directors and reviewed by the sole shareholder.

RESOLVED, that the sole shareholder of the Corporation hereby waives the mailing requirement set forth in Section 60.491(2)(b) of the Oregon Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Sole Shareholder as of the date first written above.

APPLICA CONSUMER PRODUCTS, INC.

By: *Lisa R. Carstarphen*

Name: Lisa R. Carstarphen

Title: Corporate Secretary