FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

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RECORDATION FORM COVER SHEET

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Submission	Type 7-30-99		Conveyance Type	iginai document(s) d	or copy(les).
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Conveying	Party		Mark if additional names of convey	ying parties attached	Execution Date
Name K	IRSCH INC.				Month Day Year 12081998
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Formerly					
Individu	al General Partnersh	nip 🔲	Limited Partnership	Corporation	Association
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X Citizens	hip/State of Incorporation/O	rganizati	ion DELAWARE		
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Receiving F Name DBA/AKA/TA	Party	NGS, INC	Mark if additional names of receive	ving parties attached	
Receiving F Name DBA/AKA/TA Composed of	Party NEWELL WINDOW FURNISHIE	NGS, INC	Mark if additional names of receive	ving parties attached	
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Number of Properties Enter the total number of properties involved. # 1							
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Method of Payment: Enclosed X Deposit Account Deposit Account							
(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 06-1447							
	Autho	orization to charge additional fee	s: Yes X No				
Statement and Signature							
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.							
TRAVIS L. BACHMAN							
Name of Pers	on Signing	Signature	Date Signed				

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"KIRSCH INC.", A DELAWARE CORPORATION,

WITH AND INTO "NEWELL WINDOW FURNISHINGS, INC." UNDER THE NAME OF "NEWELL WINDOW FURNISHINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF DECEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.

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Edward I. Freel, Secretary of State

AUTHENTICATION: 9519136

DATE: 01-13-99

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STATE OF DELAWARE SECRETARY OF STATE DIVISION OF COMPORATIONS FILED 04:30 PM 12/11/1999/07 981478938 - 2445953

CERTIFICATE OF MERGER OF KIRSCH INC. INTO

NEWELL WINDOW FURNISHINGS, INC.

It is hereby certified that:

- 1. The constituent business corporations participating in the merger herein certified are:
 - (i) Kirsch Inc., which is incorporated under the laws of the state of Delaware; and
 - (ii) Newell Window Furnishings, Inc., which is incorporated under the laws of the state of Delaware.
- 2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
- 3. The name of the surviving corporation is Newell Window Furnishings, Inc., a Delaware corporation.
- 4. The Certificate of Incorporation of Newell Window Furnishings, Inc. shall be the Certificate of Incorporation of the surviving corporation.
- 5. The executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place is as follows:

c/o Newell Co. 29 East Stephenson Street Freeport, IL 61032

- 6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
- 7. The effective time of the merger with Delaware Secretary of State shall be December 29, 1998.

Dated as of the Sim day of December, 1998.

NEWELL WINDOW FURNISHINGS, INC., a Delaware corporation

Dale Matschullat

Vice President-General Counsel

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