

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, 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:

"RUBBERMAID CLEANING PRODUCTS INC.", A DELAWARE CORPORATION,

"RUBBERMAID-CORTLAND INC.", A DELAWARE CORPORATION,

"RUBBERMAID FINANCIAL SERVICES CORP.", A OHIO CORPORATION,

"RUBBERMAID HEALTH CARE PRODUCTS INC.", A NORTH CAROLINA CORPORATION,

"THE WOOSTER RUBBER COMPANY", A OHIO CORPORATION,

WITH AND INTO "RUBBERMAID INCORPORATED" UNDER THE NAME OF "RUBBERMAID INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 1999, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0944685

DATE: 01-30-01

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REEL: 002657 FRAME: 0631

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/14/1999
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**CERTIFICATE OF OWNERSHIP AND MERGER
OF
RUBBERMAID-CORTLAND INC.
(a Delaware corporation),
RUBBERMAID CLEANING PRODUCTS INC.
(a Delaware corporation),
RUBBERMAID HEALTH CARE PRODUCTS INC.
(a North Carolina corporation),
THE WOOSTER RUBBER COMPANY
(an Ohio corporation)
AND
RUBBERMAID FINANCIAL SERVICES CORP.
(an Ohio corporation)
INTO
RUBBERMAID INCORPORATED
(an Ohio corporation)**

It is hereby certified that:

1. Rubbermaid Incorporated (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Ohio.
2. The Corporation is the owner of all of the outstanding shares of stock of Rubbermaid-Cortland Inc., a business corporation of the State of Delaware; Rubbermaid Cleaning Products Inc., a business corporation of the State of Delaware; Rubbermaid Health Care Products Inc., a business corporation of the State of North Carolina; The Wooster Rubber Company, a business corporation of the State of Ohio; and Rubbermaid Financial Services Corp., a business corporation of the State of Ohio.
3. The laws of the jurisdiction of organization of Delaware permit the merger of a business corporation of Delaware with a business corporation of another jurisdiction; the laws of the jurisdiction of organization of Ohio permit the merger of a business corporation of Ohio with a business corporation of another jurisdiction; and the laws of the jurisdiction of organization of North Carolina permit the merger of a business corporation of North Carolina with a business corporation of another jurisdiction.
4. The Corporation hereby merges Rubbermaid-Cortland Inc., Rubbermaid Cleaning Products Inc., Rubbermaid Health Care Products Inc., The Wooster Rubber Company and Rubbermaid Financial Services Corp. into the Corporation.
5. The Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Rubbermaid-Cortland Inc. and Rubbermaid Cleaning Products Inc., as well as for enforcement of any obligation of this Corporation arising from the merger herein provided for; and does hereby irrevocably appoint the Secretary of

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State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Newell Rubbermaid, Inc.
6833 Stalter Drive, Suite 101
Rockford, IL 61108
Attention: Vice President - General Counsel

5. On December 8, 1999, the Board of Directors of the Corporation adopted the following resolutions by unanimous written consent to merge Rubbermaid-Cortland Inc., Rubbermaid Cleaning Products Inc., Rubbermaid Health Care Products Inc., The Wooster Rubber Company and Rubbermaid Financial Services Corp. into the Corporation:

WHEREAS, the Corporation directly owns all of the outstanding capital stock of each of Rubbermaid Health Care Products Inc., a North Carolina corporation; Rubbermaid-Cortland Inc., a Delaware corporation; Rubbermaid Cleaning Products Inc., a Delaware corporation; The Wooster Rubber Company, an Ohio corporation; and Rubbermaid Financial Services Corp., an Ohio corporation (collectively, the "Affiliated Entities"); and

WHEREAS, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation to have each of the Affiliated Entities merge with and into the Corporation (the "Merger");

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the proposed Agreement and Plan of Merger by and among the Corporation and the Affiliated Entities (the "Merger Agreement"), in substantially the form previously provided to the Board of Directors of the Corporation, and all other documents related thereto, including without limitation, the Certificate(s) of Merger, Articles of Merger, Plan(s) of Merger or other similar documents to be filed in connection with the Merger (the "Ancillary Documents"), and the transactions contemplated by the Merger Agreement and the Ancillary Documents, including, without limitation, the Merger, be, and they hereby are, ratified, confirmed and approved in all respects, and that proper officers of the Corporation, or any one of them acting alone, be, and each of them hereby is, authorized, empowered and directed to execute, deliver and perform, in the name and on behalf of the Corporation, the Merger Agreement and all Ancillary Documents, with such changes, modifications and amendments thereto as such officers shall approve as desirable, necessary, appropriate or convenient, the execution and delivery thereof to be conclusive evidence of such approval;

FURTHER RESOLVED, that, pursuant to the Merger Agreement, the effective time of the Merger shall be December 31, 1999;

FURTHER RESOLVED, that the proper officers of the Corporation, or any one of them acting alone, be, and each of them hereby is, authorized, empowered and directed to execute, deliver, certify and file all such further agreements, instruments and documents and to take or cause to be taken such further actions, in the name and on behalf of the

Corporation, as they may deem necessary or advisable to complete the transactions described in these resolutions and to carry into effect their intent and purpose, and that all actions of said officers so taken and all actions heretofore taken by said officers in connection with the transactions herein described are ratified, confirmed and approved in all respects; and

Dated as of this 8th day of December, 1999.

RUBBERMAID INCORPORATED

By: *Dale L. Matschullat*
Name: Dale L. Matschullat
Title: Vice President - General Counsel

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