



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
09/23/2004	200426700032	MERGER/FOREIGN (FMR)	125.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM
17 S. HIGH STREET
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell

829947

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

EVENFLO COMPANY, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGER/FOREIGN

Document No(s):

200426700032



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 20th day of September,
A.D. 2004.

J. Kenneth Blackwell
Ohio Secretary of State

SEP-20-2004 13:51

CT CORPORATION

P.02/02

Delaware

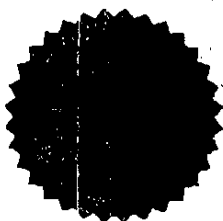
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HP EVENFLO ACQUISITION CO.", A DELAWARE CORPORATION, WITH AND INTO "EVENFLO COMPANY, INC." UNDER THE NAME OF "EVENFLO COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF AUGUST, A.D. 2004, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2311329 8330

AUTHENTICATION: 3360555

040677511

DATE: 09-20-04

TOTAL P.02