



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:

"HEATH HOLDING CORP.", A DELAWARE CORPORATION, WITH AND INTO "DESA INTERNATIONAL, INC." UNDER THE NAME OF "DESA INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9109230

DATE: 05-29-98

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

HEATH HOLDING CORP.  
(a Delaware corporation)

INTO

DESA INTERNATIONAL, INC.  
(a Delaware corporation)

It is hereby certified that:

1. Desa International, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Heath Holding Corp., which is also a business corporation of the State of Delaware.
3. On May 27, 1998, the Board of Directors of the Corporation adopted the following resolutions to merge Heath Holding Corp. into the Corporation:

RESOLVED: That Heath Holding Corp. ("Heath Holding"), be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Heath Holding be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Heath Holding, in its name.

RESOLVED: That this Corporation shall assume all of the obligations and liabilities of Heath Holding.

RESOLVED: That the issued shares of Heath Holding shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, and that each said share which is issued as of the effective date of the merger shall be cancelled and extinguished; and further

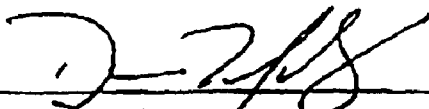
RESOLVED: That the officers of the Corporation be and they hereby are authorized and directed in the name and on behalf of the Corporation, to take all actions within the State of Delaware or any other appropriate jurisdiction and to execute, deliver.

appropriate jurisdiction, or which may be deemed by the officer or officers so acting necessary or advisable in connection with the intent and purpose of the foregoing resolutions.

RESOLVED: That the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be the close of business on May 28, 1998.

Executed on May 27 1998.

DESA INTERNATIONAL, INC.

By:   
Name: DANA L. SCHWARTZ  
Title: VICE PRESIDENT