

State of Delaware
Office of the Secretary of State PAGE 1

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 AMENDMENT OF "EMPIRE BRUSHES, INC.", CHANGING ITS NAME FROM "EMPIRE BRUSHES, INC." TO "RUBBERMAID, CLEANING PRODUCTS INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF DECEMBER, A.D. 1994, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SECOND DAY OF JANUARY, A.D. 1995.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0944686

DATE: 01-30-01

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/05/1994
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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

Empire Brushes, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, That the Certificate of Incorporation of Empire Brushes, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

FIRST, The name of the corporation is Rubbermaid Cleaning Products Inc.

SECOND, That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD, That this Certificate Of Amendment shall be effective on January 2, 1995.

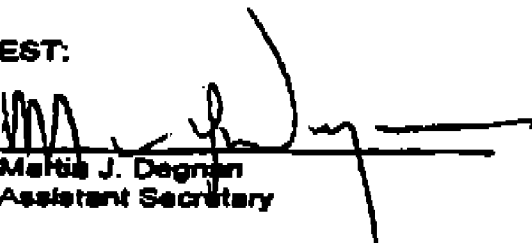
FOURTH, That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Empire Brushes, Inc. has caused this certificate to be signed by James A. Morgan, its Vice President and Secretary and attested by Martin J. Degnan, its Assistant Secretary, this 28th day of November, 1994.

EMPIRE BRUSHES, INC.

By: 
James A. Morgan
Vice President and Secretary

ATTEST:

By: 
Martin J. Degnan
Assistant Secretary

TRADEMARK