



STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:15 PM 12/29/1995  
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EXHIBIT A

CERTIFICATE OF MERGER  
OF  
COLEMAN CABLE SYSTEMS, INC.  
AND  
COLEMAN HOLDING COMPANY

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) COLEMAN CABLE SYSTEMS, INC., which is incorporated under the laws of the State of Illinois; and

(ii) COLEMAN HOLDING COMPANY, 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 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is COLEMAN HOLDING COMPANY, which will continue its existence as said surviving corporation under the name Coleman Cable Systems, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Restated Certificate of Incorporation of COLEMAN HOLDING COMPANY, is to be amended and changed by reason of the merger herein certified by striking out Article One, relating to the name of said Surviving Corporation, and by substituting in lieu thereof the following Article One: Article One. The name of the corporation is Coleman Cable Systems, Inc.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the office of the aforesaid surviving corporation, the address of which is as follows:

Coleman Cable Systems, Inc.  
2500 Commonwealth Avenue  
North Chicago, Illinois 60064

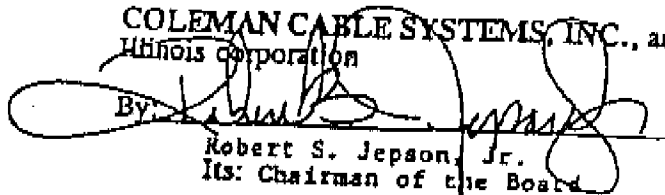
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6. A copy of the aforesaid Agreement and Plan of Integration will be furnished by the aforesaid surviving corporation, on request and without cost, to any stockholder of either of the aforesaid constituent corporations.

Dated: December 20, 1995

COLEMAN CABLE SYSTEMS, INC., an Illinois corporation

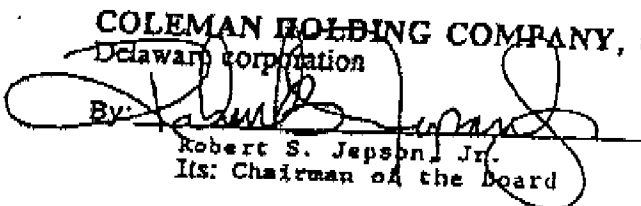
By:   
Robert S. Jepsen, Jr.  
Its: Chairman of the Board

ATTEST:


  
Name: William G. Vranek  
Its: Assistant Secretary

Dated: December 20, 1995

COLEMAN HOLDING COMPANY, a Delaware corporation

By:   
Robert S. Jepsen, Jr.  
Its: Chairman of the Board

ATTEST:

  
Name: William G. Vranek  
Its: Assistant Secretary