

05-05-2004

FORM PTO-1594
1-31-92

5/3/04



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECC
TI

102737717

To the Honorable Commissioner of Patents and Trademarks. Please record this document.

1. Name of conveying party(ies):
Alltrista Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Indiana
 Other _____

Additional name(s) of conveying parties(ies) attached: Yes No

2. Name and address of receiving party(ies):
Name: Alltrista Corporation

Internal Address: _____

Street Address: 555 Theodore Fremd Avenue, Suite B-302

City: Rye State: New York Zip: 10580-1455

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 31, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark registration No.(s): 2,176,357

OFF/FINANCE
MAY -3 AM 9:07

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Angela M. Fifelski

Internal Address: ICE MILLER

Street Address: One American Square, Box 82001

City: Indianapolis State: Indiana ZIP: 46282

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ _____

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 09-0007

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Angela M. Fifelski Angela M. Fifelski April 29, 2004
 Name of Person Signing Signature Date

Total number of pages including cover sheet: 22

OMB No. 0651-0011 (exp 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

05/04/2004 EDOOPER 00000105 090007 2176357
 01 FC:8521 40.00 DA

Mail Stop Assignment Recordation Services
 Director of the U.S. Patent and Trademark Office
 P.O. Box 1450
 Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

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**State of Indiana
Office of the Secretary of State**

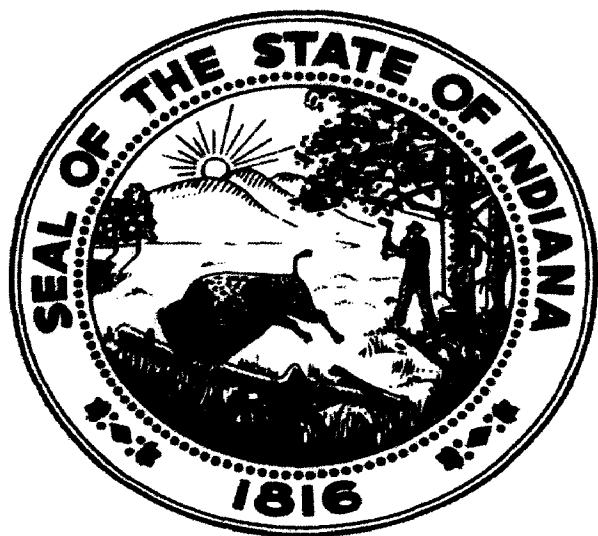
CERTIFICATE OF AUTHORITY

of

ALLTRISTA REINCORPORATION MERGERSUB, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Application for Certificate of Authority of the above Delaware For-Profit Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, December 13, 2001.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 13, 2001.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

2001121400184 / 2001121430832

TRADEMARK
REEL: 002962 FRAME: 0686

2001121400184

WFO

SEAL APPLICATION FOR CERTIFICATE OF AUTHORITY OF A FOREIGN CORPORATION State Form 38784 (R6/8-95) Corporate Form 112 Approved By State Board Of Accounts 1995

SUE ANN GILROY SECRETARY OF STATE CORPORATIONS DIVISION 302 W. Washington St., Rm. E018 Indianapolis, IN 46204 Telephone: (317) 232-6576

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts. Present original and two (2) copies to address in upper right corner of this form Please TYPE or PRINT. Upon completion of filing, the Secretary of State will issue a receipt.

Indiana Code 23-1-49-1 et seq. 23-1-49-3 FILING FEE: \$90.00

This application cannot be accepted without an original certificate of existence duly authenticated by the proper authority from corporation's domiciliary state within the last sixty (60) days.

This application cannot be accepted unless a registered agent with an Indiana street address is listed in ARTICLE II.

APPLICATION FOR CERTIFICATE OF AUTHORITY OF Alltrista Reincorporation MergerSub, Inc. A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE STATE OF INDIANA APPROVED AND FILED IND. SECRETARY OF STATE

ARTICLE I: Name and Principal Office: Name of Corporation (Must be identical to name shown in Articles of Incorporation and Amendments thereto) Alltrista Reincorporation MergerSub, Inc. Address of the principal office of corporation (Number and street, city, state and ZIP code) 555 Theodore Fremd Avenue, Suite B302, Rye, New York 10580 ARTICLE II: Registered Office and Registered Agent: Name of the registered agent of the corporation Corporation Service Company Indiana address of the registered office of corporation (Number and street, city, state and Zip code) 251 East Ohio Street, Suite 500, Indianapolis, Indiana 46204 ARTICLE III: Date of Incorporation and Duration of Existence: Date of incorporation in domiciliary state: December 11, 2001 Expected period of duration listed in the Articles of Incorporation Perpetual

983281.1

ARTICLE IV: Corporate Officers

The names and business addresses of the officers of the Corporation:

Name	Title	Address (Number, street, city, state and ZIP code)
Martin E. Franklin	President	555 Theodore Fremd Avenue, Suite B302, Rye, New York 10580
Ian G.H. Ashken	Vice President, Company Secretary and Treasurer	555 Theodore Fremd Avenue, Suite B302, Rye, New York 10580

ARTICLE V: Board of Directors

The names and business addresses of the Board of Directors of the Corporation are as follows:

Name	Title	Address (Number, street, city, state and ZIP code)
Martin E. Franklin	President	555 Theodore Fremd Avenue, Suite B302, Rye, New York 10580
Ian G.H. Ashken	Vice President, Company Secretary and Treasurer	555 Theodore Fremd Avenue, Suite B302, Rye, New York 10580

In witness whereof, the undersigned being the Vice President, Company Secretary and Treasurer of said Corporation executes this

Application For Certificate Of Authority, and verifies subject to penalties of perjury, that the facts contained herein are true this

12th day of December, 2001

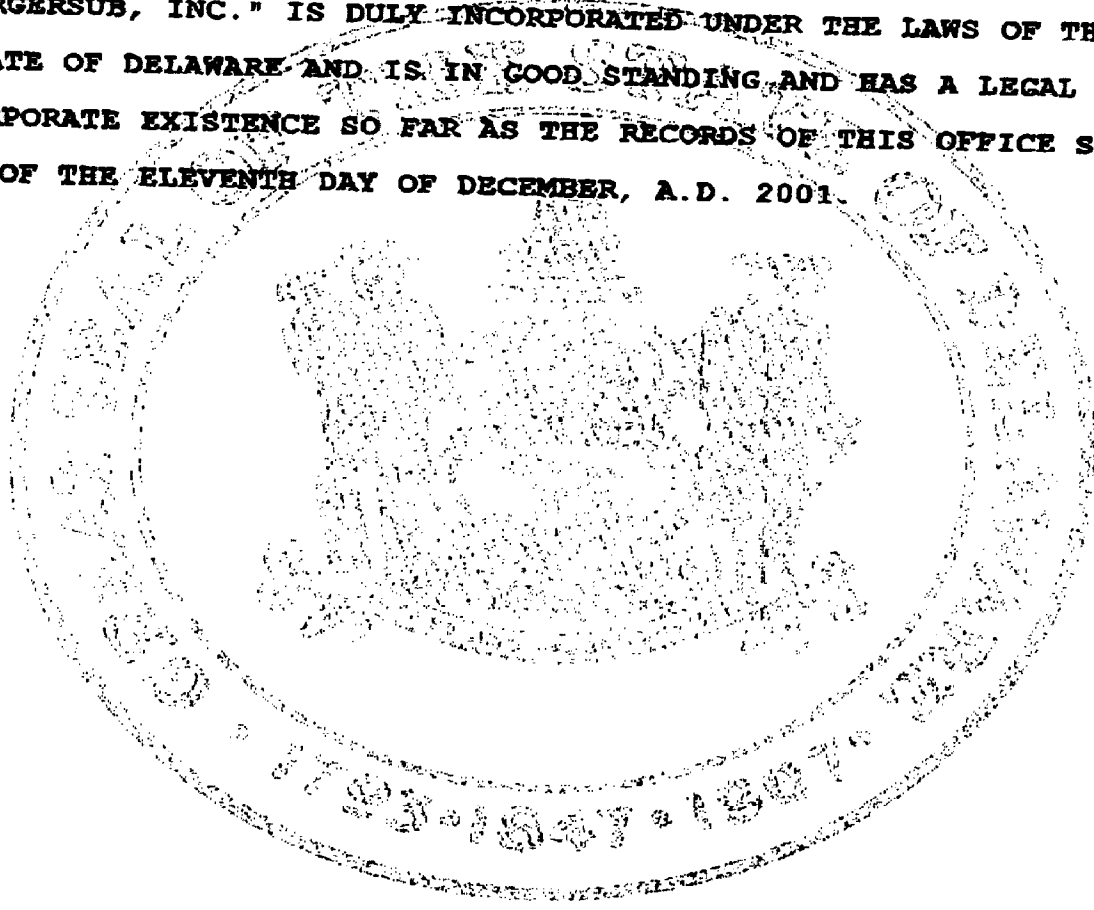
Signature		Printed name Ian G.H. Ashken
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State of Delaware
Office of the Secretary of State

PAGE 1

NOV 13 2001 3:24

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLTRISTA REINCORPORATION MERGERSUB, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF DECEMBER, A.D. 2001.



3466069 8300
010633224



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1496069

DATE: 12-11-01

200 112 1400184

WPU



INDIANA BUSINESS ENTITY REPORT

State Form 4872 (R2 / 1-03)
Approved by State Board of Accountants, 1998
Prescribed by Todd Ralston, Secretary of State

INSTRUCTIONS:

- 1. Complete sections A-H. (Section H is located on the back of the form.)
- 2. Make check payable to the Indiana Secretary of State.
- 3. Mail form and check to P.O. Box 7007, Indianapolis, IN 46207

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE PAID
INDIANAPOLIS, IN
PERMIT NO. 2682

APPROVED

0402170795002

RECEIVED
DIV.

04 FEB 16 AM 10:51

A. All entity types must complete this section.

Current entity name and principal office address: *JARDEN CORPORATION
555 THEODORE FREMONT AVE;
RYE, NEW YORK 10580*

Please make any changes in name and address here.

IND. SECRETARY OF STATE

B. All entity types must complete this section.

Current filing year: *2003/2004*

Past filing years reported on this form.

C. All entity types must complete this section.

Date of incorporation or creation: *1/10/91*

Domestic State: *DELAWARE*

D. All entity types must complete this section. Please check the appropriate type for your corporate entity.

Business Corporation Professional Corporation Non profit Corporation Ag Coop Limited Liability Company

E. All entity types must complete this section. A P.O. box is not an acceptable address unless accompanied by a rural route number.

Current registered agent and registered address: *CORPORATION SERVICE COMPANY
251 EAST OHIO STREET
SUITE 500
INDIANAPOLIS, INDIANA
46204*

Please make changes to agent and address here.

F. All entity types except LLCs complete this section.

Current President or highest officer and address: *MARTIN E. FRANKLIN, CEO
555 THEODORE FREMONT AVE.
SUITE B-302
RYE, NEW YORK 10580*

Please make changes to officer and address here.

Current Secretary or other officer and address: *IAN G.H. ASHREN, CFO/SELY
555 THEODORE FREMONT AVE.
SUITE B-302
RYE, NEW YORK 10580*

Please make changes to officer and address here.

G. Must be signed by a corporate officer, chairman of the board or by a member or manager of an LLC.

[Signature]

This document is signed under the penalties of perjury.
(If fee is blank, check the fee schedule on back.)
TOTAL FEES DUE:

Please make check payable to Indiana Secretary of State.

DO NOT DETACH THIS RETURN



INDIANA BUSINESS ENTITY REPORT

State Form 48725 (R2 / 1-03)

Approved by State Board of Accounts, 1998

Prescribed by Todd Rokita, Secretary of State

INSTRUCTIONS:

1. Complete sections A-H. (Section H is located on the back of the form.)
2. Make check payable to the Indiana Secretary of State.
3. Mail form and check to P.O. Box 7097, Indianapolis, IN 46207

PRESORTED
 FIRST CLASS MAIL
 U.S. POSTAGE PAID
 INDIANAPOLIS, IN
 PERMIT NO. 2682

RECEIVED
 DIVISIONS DIV.
 04 FEB 16 AM 10:51

A. All entity types must complete this section.

Current entity name and principal office address

Please make any changes to address here

JARDEN CORPORATION
 555 THEODORE FREMONT AVE; SUITE B-302
 RYE, NEW YORK 10580

B. All entity types must complete this section.

Current filing year:

2003/2004

Past filing years reported on this form:

C. All entity types must complete this section.

Date of Incorporation / Qualification / Formation

1/10/91

Domicile State

DELAWARE

D. All entity types must complete this section. Please check the appropriate type for your corporate entity.

- Business Corporation Professional Corporation Non profit Corporation Ag Coop Limited Liability Company

E. All entity types must complete this section. A P.O. box is not an acceptable address unless accompanied by a rural route number.

Current registered agent and registered address

Please make changes to agent and address here.

CORPORATION SERVICE COMPANY
 251 E. OHIO STREET
 SUITE 500
 INDIANAPOLIS, IN 46204

F. All entity types except LLCs complete this section.

Current President or highest officer and address

Please make changes to officer and address here.

MARTIN E. FRANKLIN, CEO
 555 THEODORE FREMONT AVE.
 SUITE B-302
 RYE, NEW YORK 10580

Current Secretary or other officer and address

Please make changes to officer and address here.

IAN G.W. ASHKEN, CFO/SECY
 555 THEODORE FREMONT AVE.
 SUITE B-302
 RYE, NEW YORK 10580

G. Must be signed by a corporate officer, chairman of the board or by a member or manager of an LLC.

SIGN HERE

This document is signed under the penalties of perjury.
 (If fee is blank, check the fee schedule on back.)
 TOTAL FEES DUE:

Please make check payable to Indiana Secretary of State.

DO NOT DETACH THIS RETURN

H. All entity types **except** LLCs complete this section.

Directors: Please list the name and address of current director(s). (Attach additional sheets if necessary)

Name of Director	Street Address	City	State	ZIP Code
	SEE ATTACHED			

Fee Schedule:

Domestic Corporations

All Indiana / domestic corporations must file a biennial report with the Secretary of State. The fee is \$30.00 for a two-year registration. The report is due in the anniversary month of incorporation. Corporations incorporated in an even year must file every even year beginning in 1996. Corporations incorporated in an odd year must file every odd year beginning in 1997. For all domestic corporations any reports due prior to 1996 were filed on an annual basis with a fee of \$15.00 per year.

Foreign Corporations

All foreign (*non-Indiana*) corporations must file a biennial report with the Secretary of State. The fee is \$30.00 for a two-year registration. The report is due in the anniversary month of qualification in Indiana. Corporations qualified in an odd year must file every odd year beginning in 1997. Corporations qualified in an even year must file every even year beginning in 1998. For all foreign corporations any reports due prior to 1997 were filed on an annual basis with a fee of \$15.00.

Limited Liability Companies (domestic and foreign)

All limited liability companies (LLC) must file a biennial report with the Secretary of State. The fee is \$30.00 for a two-year registration. The report is due in the anniversary month of organization or qualification in Indiana. LLCs organized in an odd year must file every odd year beginning in 1997. LLCs qualified in an even year must file every even year beginning in 1998. For all LLCs any reports due prior to 1997 were filed on an annual basis with a fee of \$15.00.

Non-profit Corporations

All non-profit corporations (*domestic and foreign*) must file annual reports in the anniversary month of incorporation. The filing fee is \$10.00 per year.

Limited Liability Partnerships and Limited Partnerships

These entities do not file corporate reports.

INSTRUCTIONS

1. Please **TYPE** or **PRINT**.
2. Please complete **ALL** sections (A-H).
3. This document must contain an original signature.
4. Include check or money order for filing fee payable to "Indiana Secretary of State".
5. Make a photocopy of the completed form for your records.
6. Mail this form to: Indiana Secretary of State
P.O. Box 7097
Indianapolis, IN 46207

Jarden Corporation
555 Theodore Fremd Ave., Suite B-302
Rye, New York 10580

Listing of Directors

Martin E. Franklin
555 Theodore Fremd Ave. Suite B-302
Rye, NY 10580

Ian G.H. Ashken
555 Theodore Fremd Ave., Suite B-302
Rye, NY 10580

Irwin Simon
555 Theodore Fremd Ave., Suite B-302
Rye, NY 10580

Richard L. Molen
555 Theodore Fremd Ave., Suite B-302
Rye, NY 10580

Rene-Pierre Azria
555 Theodore Fremd Ave., Suite B-302
Rye, NY 10580

Lynda W. Popwell
555 Theodore Fremd Ave., Suite B-302
Rye, NY 10580

Douglas Huemme
555 Theodore Fremd Ave., Suite B-302
Rye, NY 10580

Robert Wood
555 Theodore Fremd Ave., Suite B-302
Rye, NY 10580

2001121400W184

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RECEIVED INDIANA SECRETARY

ARTICLES OF MERGER

State Form 39095 (RS 1-1-97) Approved by State Board of Accounts, 1995

APPROVED AND FILED

SUSANNE GILROY SECRETARY OF STATE CORPORATIONS DIVISION 302 W. Washington Street, Rm B016 Indianapolis, IN 46204 Telephone: (317) 232-6676

Indiana Code 23-1-30-1 et. seq.

FILING FEE: \$90.00

INSTRUCTIONS

Use 8 1/2" x 11" white paper for inserts. Prepare original and two (2) copies to address in upper right corner of this form. Please TYPE or PRINT. Upon completion of filing the Secretary of State will issue a receipt.

ARTICLES OF MERGER

OF 19910104

Alltrista Corporation

(hereinafter "the constituent corporations")

INTO 2001121400184

Alltrista Reincorporation Merger Sub, Inc.

(hereinafter "the surviving corporation")

The name of the corporation surviving the merger is: Alltrista Corporation and such name has has not (designate which) been changed as a result of the merger

SECTION 2

- a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on
b. The surviving corporation is a foreign corporation incorporated under the laws of the State of Delaware and qualified not qualified (designate which) to do business in Indiana.

If the surviving corporation is qualified to do business in Indiana, state the date of qualification: Upon approval of Application for Certificate of Authority.

(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

The name, state of incorporation, and date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Table with 2 columns: Name of Corporation, State of Domestic, Date of Incorporation or Qualification in Indiana (if applicable). Row 1: Alltrista Corporation, Indiana, October 22, 1992

The Plan of Merger, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

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SECTION 2.2 Shareholder vote not required

The merger was adopted by the board of directors without shareholder action and shareholder action was not required

SECTION 2.3 Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below.

A. Unanimous written consent executed on _____ 19__ and signed by all shareholders entitled to vote.

B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

SECTION 2.2 Shareholder vote not required

SECTION 2.3 Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below.

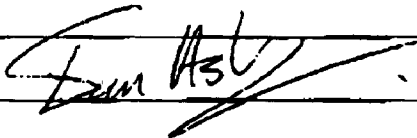
A. Unanimous written consent executed on _____ 19__ and signed by all shareholders entitled to vote.

B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)		common		
NUMBER OF OUTSTANDING SHARES	6,381,483	6,381,483		
NUMBER OF VOTES ENTITLED TO BE CAST	6,381,483	6,381,483		
NUMBER OF VOTES REPRESENTED AT MEETING	6,051,282	6,051,282		
SHARES VOTED IN FAVOR	3,404,367	3,404,367		
SHARES VOTED AGAINST	1,257,262	1,257,262		

In Witness Whereof, the undersigned being the Vice President, Secretary and Treasurer of the surviving corporation executes these Articles of Merger and verifies, subject to penalties of perjury that the statements contained herein are true, this 12th day of December, 2001.

Signature



Printed name

Ian G. H. Ashken

DEC. 17. 2007 3:59PM

WFG 42-093 42FAXS

~~NO. 0570 P. 4~~
05971201407 P.04/07

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EXHIBIT A -- AGREEMENT AND PLAN OF MERGER

RECEIVED
INDIANA SECRETARY

AGREEMENT AND PLAN OF MERGER

OF

ALLTRISTA CORPORATION

AND

ALLTRISTA REINCORPORATION MERGERSUB, INC.

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of December 18, 2001, between Alltrista Reincorporation MergerSub, Inc., a Delaware corporation ("Alltrista Delaware"), and Alltrista Corporation, an Indiana corporation ("Alltrista Indiana"), pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL") and Section 23-1-40-7 of the Indiana Business Corporation Law (the "IBCL").

WITNESSETH:

WHEREAS, Alltrista Delaware is a corporation duly organized and in good standing under the laws of the State of Delaware; and

WHEREAS, Alltrista Indiana is a corporation duly organized and in good standing under the laws of the State of Indiana; and

WHEREAS, the Board of Directors of Alltrista Indiana (i) has determined that it is advisable and in the best interests of the shareholders of Alltrista Indiana that Alltrista Indiana merge with and into Alltrista Delaware upon the terms and subject to the conditions herein provided, (ii) has approved the Merger (as defined below) and adopted this Agreement and Plan of Merger and (iii) has recommended approval of the Merger to the shareholders of Alltrista Indiana; and

WHEREAS, the Board of Directors of Alltrista Delaware has authorized the execution and delivery of this Agreement and Plan of Merger;

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereto agree as follows:

ARTICLE 1: Merger. Upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and the Articles of Merger with the Secretary of the State of Indiana (the "Effective Time"), Alltrista Indiana shall be merged (the "Merger") with and into Alltrista Delaware, and Alltrista Delaware shall be the corporation surviving the Merger (hereinafter referred to as the "Surviving Corporation").

ARTICLE 2: Directors, Officers and Governing Documents. The directors of the Surviving Corporation from and after the Effective Time shall be the directors of Alltrista Indiana immediately prior to the Effective Time. The officers of the Surviving Corporation

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immediately after the Effective Time shall be the officers of Alltrista Indiana immediately prior to the Effective Time. These officers and directors shall hold office in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation. At the Effective Time the Certificate of Incorporation of the Surviving Corporation shall be amended and restated as attached hereto as Annex A. The bylaws of the Surviving Corporation as in force and effect at the effective time and date of the Merger will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as provided therein and under the laws of the State of Delaware.

ARTICLE 3: Name. The name of the Surviving Corporation shall be: Alltrista Reincorporation MergerSub, Inc. which shall be changed herewith to Alltrista Corporation.

ARTICLE 4: Effect of Merger on Shares of Stock of Alltrista Indiana. At the Effective Time, each share of common stock, no par value, of Alltrista Indiana outstanding immediately prior to the Effective Time shall be converted into and become one fully paid and non-assessable share of common stock, no par value, of the Surviving Corporation. At the Effective Time, each share of common stock held in treasury of Alltrista Indiana outstanding immediately prior to the Effective Time shall be converted into and become one share of common stock of the Surviving Corporation. At the Effective Time, each issued and outstanding share of stock of Alltrista Delaware held by Alltrista Indiana shall be canceled, without the payment of consideration therefor.

ARTICLE 5: Effect of the Merger. The Merger shall have the effect set forth in Section 259 of the DGCL.

ARTICLE 6. Approval. The Plan of Merger herein made and approved shall be submitted to the shareholders of Alltrista Indiana for their approval or rejection in the manner prescribed by the provisions of the IBCL.


ARTICLE 7. Authorization. The Board of Directors and the proper officers of Alltrista Indiana and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

ARTICLE 8: Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Alltrista Indiana such deeds and other instruments, and there shall be taken or caused to be taken by the Surviving Corporation all such further and other actions, as shall be appropriate or necessary in order to vest, perfect or confirm in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers and authority of Alltrista Indiana, and otherwise to carry out the purposes of this Merger Agreement. The officers and directors of the Surviving Corporation are fully authorized, on behalf of the Surviving Corporation or Alltrista Indiana, to take any and all such actions and to execute and deliver any and all such deeds, documents and other instruments.


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IN WITNESS WHEREOF, the undersigned have executed this Merger Agreement as of the date first above written.

ALLTRISTA CORPORATION, an Indiana Corporation

By: 
Name: Ian G.H. Ashken
Title: Secretary

**ALLTRISTA REINCORPORATION
MERGERSUB, INC.**, a Delaware corporation

By: 
Name: Ian G.H. Ashken
Title: Secretary

* * * * *

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF MERGER

of

ALLTRISTA REINCORPORATION MERGERSUB, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Certificate of Merger of the above Delaware For-Profit Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

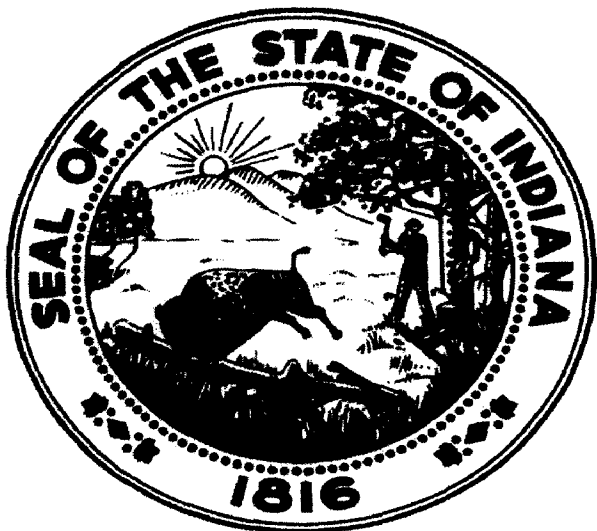
The following non-surviving entity(s):

ALLTRISTA CORPORATION
a(n) For-Profit Domestic Corporation

merged with and into the surviving entity:

ALLTRISTA REINCORPORATION MERGERSUB, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, December 18, 2001.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 18, 2001.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

2001121400184 / 2001121931639

TRADEMARK
REEL: 002962 FRAME: 0700

20011 21 400184

SEAL APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY
State Form 38094 (RS/4-96) Corporate Form 115
Approved By State Board of Accounts 1995

SUE ANN GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form.
Please TYPE or PRINT.
Upon completion of filing, the Secretary of State will issue a receipt.

Indiana Code 23-1-48-4; 23-17-26-4
FILING FEE: \$30.00

NOTE: This application must be accompanied by a certificate of existence duly authenticated by the proper authority from the corporation's domicile state.

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

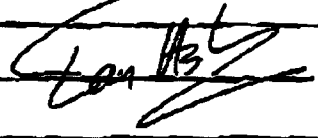
ALLTRISTA REINCORPORATION MERGERSUB, INC.
Name of Corporation

A FOREIGN CORPORATION ADMITTED TO TRANSACT BUSINESS IN INDIANA

The undersigned officer of Alltrista Reincorporation Mergersub, Inc. (hereinafter referred to as the "Corporation"), which exists pursuant to the provisions of the laws of the State of Delaware, as amended, desires to obtain an Amended Certificate of Authority.

1. The above Corporation received a Certificate of Authority to transact business in the State of Indiana on the 13th day of December, 2001.
2. The Corporation desires to change its corporate name in Indiana from Alltrista Reincorporation Mergersub, Inc. to Alltrista Corporation.

In Witness Whereof, the undersigned, being the Secretary of said Corporation executes this Application for Amended Certificate of Authority and verifies, subject to penalties of perjury, that the statements contained herein are true, this 20th day of December, 2001.

Signature: 

Printed name: Ian G.H. Ashken

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLTRISTA CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EKISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALLTRISTA CORPORATION" WAS INCORPORATED ON THE ELEVENTH DAY OF DECEMBER, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1523105

DATE: 12-21-01

DEC 21 2001 11:57 AM
COURT SERVICES

3466069 8300

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1161 '01

State of Indiana
Office of the Secretary of State

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

of

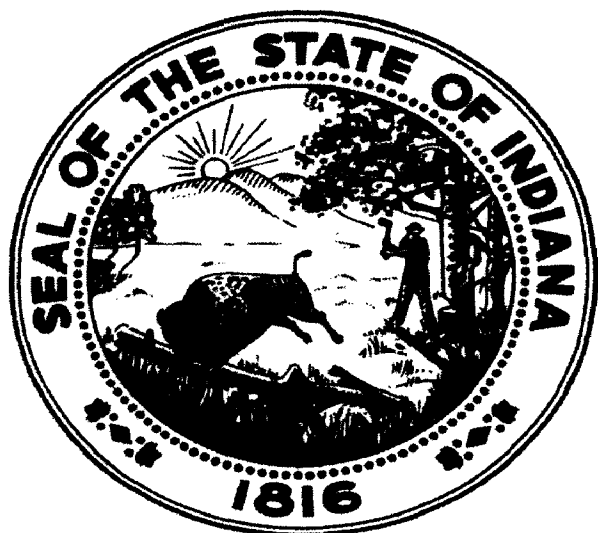
ALLTRISTA REINCORPORATION MERGERSUB, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Application for Amended Certificate of Authority of the above Delaware For-Profit Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

ALLTRISTA CORPORATION

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, December 21, 2001.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 21, 2001.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

2001121400184 / 2001122632503

TRADEMARK
REEL: 002962 FRAME: 0703

200112140084

APPROVED

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY
State Form 39054 (RSZ 4-23) Corporate Form No. 113
Approved by the State Board of Accounts 1995

MAE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. 6811
Indianapolis, IN 46204
Telephone: (317) 232-6576

INSTRUCTIONS: Use 6 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form.
Please TYPE or PRINT.

Indiana Code 23-1-40-4; 23-17-26
FILING FEE: \$30.00

NOTE: This application must be accompanied by a certificate of existence duly authenticated by the proper authority from the corporation's domicile state.

RECEIVED
CORPORATIONS DIV.
02 JUN -4 AM 11:34
SUE ANNE GILROY

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

ALLTRISTA CORPORATION
Name of Corporation

A FOREIGN CORPORATION ADMITTED TO TRANSMIT BUSINESS IN INDIANA

The undersigned officers of ALLTRISTA CORPORATION
(hereinafter referred to as the "Corporation"), which exists pursuant to the provisions of the laws of Delaware
as amended, desire to obtain an Amended Certificate of Authority.

1. The above Corporation received a Certificate of Authority to transact business in the State of Indiana on the 13th
day of December, 19 2001.

2. The Corporation desires to change its corporate name in Indiana as follows:
JARDEN CORPORATION

3. The Corporation has changed the period of its duration from n/a
to n/a.

4. The Corporation has changed the state or country of its incorporation from n/a
to n/a.

In Witness Whereof, the undersigned, being the Vice President of said
Corporation executes this Application for Amended Certificate of Authority and verifies, subject to penalties of perjury, that the
statements contained herein are true, this 31st day of May, 19 2002.

Signature: [Handwritten Signature] Printed name: Desiree DeStefano

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JARDEN CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MAY, A.D. 2002.

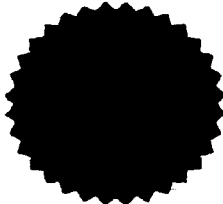
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JARDEN CORPORATION" WAS INCORPORATED ON THE ELEVENTH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3466069 8300

020349748



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1806534

DATE: 05-31-02

State of Indiana
Office of the Secretary of State

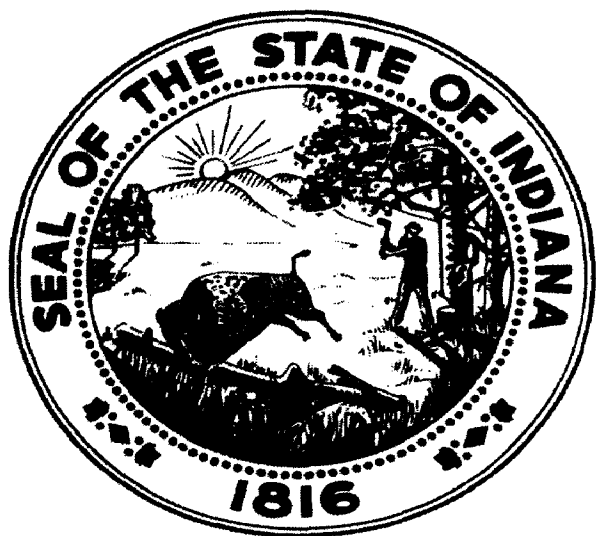
APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY
of
ALLTRISTA CORPORATION

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Application for Amended Certificate of Authority of the above Delaware For-Profit Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

JARDEN CORPORATION

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, June 04, 2002.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 4, 2002.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

2001121400184 / 2002060561452