

Lansing, Michigan

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 8th day of October, 2004*

*Andrew L. Mettall* , Director

Bureau of Commercial Services

BCS/CD-551 (Rev. 04/01)

**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES**  
**BUREAU OF COMMERCIAL SERVICES**

Date Received: \_\_\_\_\_ (FOR BUREAU USE ON **FILED**)

**DEC 22 2003**

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Administrative Fee: \$50.00  
 Trans Info: 8786942-1 12/01/03  
 Check: 029314  
 ID: 457131

**EFFECTIVE DATE:**  
 Expiration date for new assumed names: December 31,  
 Expiration date for transferred assumed names appear in Item 6

Name: Christopher C. Maeso, Esq. c/o Miro Weiner & Kramer  
 Address: 38500 Woodward Avenue, Suite 100  
 City: Bloomfield Hills, Michigan State: Michigan Zip Code: 48304

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

**CERTIFICATE OF MERGER**  
**For use by Parent and Subsidiary Profit Corporations**  
 (Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:

Poof Products, Inc.	457131
James Industries, Inc. (PA corp)	

b. The name of the surviving corporation and its identification number is:

Poof Products, Inc.	457131
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c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
James Industries, Inc.	50 shares of Common Stock	50 shares of Common Stock

d. The manner and basis of converting the shares of each constituent corporation is as follows:

Each issued and outstanding share of James Industries, Inc. immediately prior to the effective date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.

e. The amendments to the Articles or a Restatement of the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

ARTICLE I SHALL BE AMENDED AS FOLLOWS:

"I. The name of the corporation is ~~Poo~~Slinky, Inc."

f. Other provisions with respect to the merger are as follows:

2. The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

3. (Delete if not applicable)  
~~The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of the holders of more than the percentage of the shares owned by the parent corporation.)~~

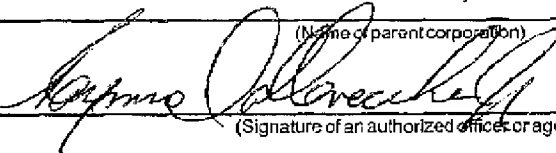
4. (Delete if not applicable)  
~~The consent to the merger by the shareholders of the parent corporation was obtained. (Such consent is necessary if its Articles of incorporation require shareholder approval of the merger, the plan of merger amends its Articles of Incorporation, or a subsidiary is to be the surviving corporation.)~~

5. (Complete only if an effective date is desired other than the date of filing)  
The merger shall be effective on the 31st day of December, 2003.

Signed this 17<sup>th</sup> day of November, 2003

Poof Products, Inc.

(Name of parent corporation)

By 

(Signature of an authorized officer or agent)

Raymo Daliavecchia, Jr., President

(Type or Print Name)