

F940000003747

(Requestor's Name)

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PICK-UP WAIT MAIL

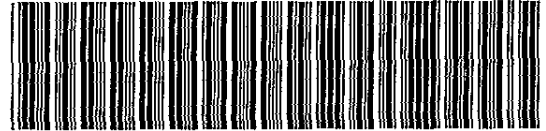
(Business Entity Name)

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merger

RECEIVED
02 DEC 31 PM 11:12
DIVISION OF CORPORATION

12/31/02--01040--013 **78.75

FILED
02 DEC 31 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**00789, 00544, 00672*

DR
1/3/03

ARTICLES OF MERGER
Merger Sheet

MERGING:

CMO, INC., a Florida corporation P99000019168

INTO

THE COLEMAN COMPANY, INC., a Delaware entity, F94000003747

File date: December 31, 2002

Corporate Specialist: Annette Ramsey

CT CORPORATION

December 31, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5756651 SO
Customer Reference 1: 694010-1
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

CMO, INC. (FL)
Merger (Discontinuing Company)
Florida

Please return a certified copy along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 31, 2002

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: THE COLEMAN COMPANY, INC.
Ref. Number: F94000003747

RECEIVED
03 JAN -2 PM 2:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for THE COLEMAN COMPANY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 102A00068052

Please back-date

And

[Signature]

ARTICLES OF MERGER
OF
CMO, INC.
AND
THE COLEMAN COMPANY, INC.

FILED
02 DEC 31 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. The Plan of Merger attached hereto as Exhibit "A" and made a part hereof by reference, for merging CMO, Inc., a Florida corporation ("CMO") with and into The Coleman Company, Inc., a Delaware corporation ("Coleman"), was approved by the Board of Directors of CMO on December 19, 2002 and adopted by Written Consent of the Board of Directors of Coleman on December 19, 2002.

2. The merger of CMO with and into Coleman is permitted by the laws of the jurisdiction of organization of Coleman and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Coleman was December 19, 2002.

3. Shareholder approval was not required for the merger.

4. The effective date of the merger herein provided for in the State of Florida shall be as of the date of filing these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, The Coleman Company, Inc. and CMO, Inc. have caused these Articles of Merger to be executed this 21st day of December, 2002.

THE COLEMAN COMPANY, INC.

By: Steven R. Isko
Steven R. Isko
Sr. V.P./Asst. Secy.

CMO, INC.

By: Steven R. Isko
Steven R. Isko
Sr. V.P./Asst. Secy.

EXHIBIT A

PLAN OF MERGER

THE COLEMAN COMPANY, INC., a Delaware corporation (the "Parent") is the owner of all of the issued and outstanding shares of capital stock of the following corporations (the "Subsidiaries"):

CMO, Inc., a Florida corporation
Coleman Puerto Rico, Inc., a Delaware corporation
Survival Gear, Inc., a Kansas Corporation
JGK, Inc., a Delaware corporation
River View Corporation of Barling, Inc., an Arkansas corporation
Sierra Corporation of Fort Smith, Inc., an Arkansas corporation
Coleman Asset Diversification, Inc., a Delaware corporation

In accordance with this Plan of Merger, Parent hereby merges the Subsidiaries into the Parent pursuant to the laws of the State of Delaware.

The separate existence of the Subsidiaries shall cease upon the effective date of the Merger, and the Parent, as the surviving corporation, shall continue its existence pursuant to the provisions of the General Corporation Law of the State of Delaware.

Inasmuch as the Parent owns all of the issued and outstanding shares of capital stock of the Subsidiaries, each issued and outstanding share of stock of the Subsidiaries shall be cancelled and retired and shall cease to exist and no consideration shall be delivered in exchange therefor. The Parent shall assume all of the liabilities and obligations of the Subsidiaries.

The Certificate of Incorporation of the surviving corporation shall continue to be the Certificate of Incorporation of the surviving corporation.

The Bylaws of the surviving corporation shall continue to be the Bylaws of the surviving corporation.

The Officers and Directors of the surviving corporation shall continue to be the Officers and Directors of the surviving corporation.

The Merger is to be effective upon filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.