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CERTIFICATE OF MERGER

OF

GRESHAM ACQUISITION, INC.

AND

THE ROWLAND COMPANY, INC.

INTO

THE ROWLAND COMPANY, INC.

Under Section 904 of the Business Corporation Law of the State of New York

Pursuant to the provisions of Section 904 of the Business Corporation Law, the undersigned Jonathan Hirst and Robert Henry, being the President and Secretary, respectively, of Gresham Acquisition, Inc. And Herbert L. Rowland and Martin P. Franken, being the President and Secretary, respectively, of The Rowland Company, Inc., hereby certify:

FIRST: That the name of each of the constituent corporations is Gresham Acquisition, Inc. and The Rowland Company, Inc. (originally incorporated under the name of Brown and Rowland, Inc.).

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COUNTY OF NEW YORK
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SECOND: That the designation and number of shares outstanding, whether entitled to vote or not, and the designation and number of outstanding shares of each class and series entitled to vote as a class, if any, are as follows:

Name of Corporation	Number of Shares Outstanding	Designation of Class or Series	Entitled to Vote	Entitled to Vote as a Class
Gresham Acquisition, Inc.	100	Common	All	None
The Rowland Company, Inc.	3,800.5 6,199.5	Class A Common	All All	None None

THIRD: That the date when the Certificate of Incorporation of Gresham Acquisition, Inc. was filed with the Department of State of the State of New York was the 15th day of February, 1955.

That the date when the Certificate of Incorporation of The Rowland Company, Inc. was filed with the Department of State of the State of New York was the 2nd day of January, 1957.

FOURTH: That the merger was authorized by the sole shareholder of Gresham Acquisition, Inc., a New York corporation, by unanimous written consent of the holder of all the outstanding shares entitled to vote.

That the merger was authorized by the Board of Directors of Gresham Acquisition, Inc., the sole shareholder of The Rowland Company, Inc., a New York corporation, by unanimous consent of the Board of Directors of Gresham Acquisition, Inc.

FIFTH: The following is a statement of any amendments or changes in the certificate of incorporation of the surviving constituent corporation to be effected by the merge

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The certificate of incorporation of The Rowland Company, Inc., shall be amended to change the name of the corporation. To accomplish said Amendment, Article First of the certificate of incorporation of the corporation relating to corporate name, shall be stricken out in its entirety, and the following new Article shall be substituted in lieu thereof:

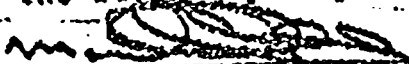
"FIRST: The name of the corporation is Rowland World-wide, Inc."

SIXTH: The effective date of the merger herein certified, shall be the date the Certificate of Merger is filed with the Department of State, State of New York.


IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury this 20th day of September 1968.


THE ROWLAND COMPANY, INC.


Herbert L. Rowland, President
of the surviving corporation.


Martin P. Franken, Secretary
of the surviving corporation.

GRESHAM ACQUISITION, INC.


Jonathan H. Hest, President
of the terminating corporation.


Robert Henry, Secretary
of the terminating corporation.

INTERNAL SECURITY
SECTION

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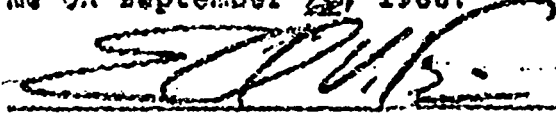
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CRIMINAL DIVISION

STATE OF New York }
COUNTY OF New York }

MAURICE P. EGAN, being duly sworn, deposes and says that he is one of the persons who signed the foregoing certificate of merger on behalf of the corporation named therein as the surviving corporation; that he signed said certificate in the capacity set opposite or beneath his signature thereon; that he has read the foregoing certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.



Subscribed and sworn to before me on September 26, 1988:



EDWARD V. FINN
Notary Public, State of New York
No. 31-4502822
Qualified in New York County
Commission Expires May 31, 1989

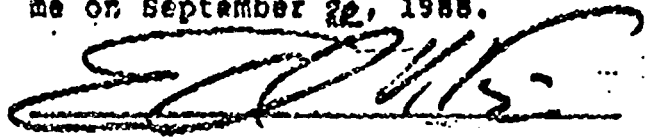
STATE OF New York }
COUNTY OF New York }

RE: _____

JONATHAN HESS, being duly sworn, deposes and says that he is one of the persons who signed the foregoing certificate of merger on behalf of the corporation named therein as the terminating corporation; that he signed said certificate in the capacity set opposite or beneath his signature thereon; that he has read the foregoing certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.



Subscribed and sworn to before me on September 26, 1988.



EDWARD V. FINN
Notary Public, State of New York
No. 31-4502822
Qualified in New York County
Commission Expires May 31, 1989

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T H E R O W L A N D C O M P A N Y , I N C .

STATE OF NEW YORK
DEPARTMENT OF STATE
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FILING FEE \$ *50*

CONNER, CHOPNICK & GARRELL

ATTORNEYS AT LAW
9 EAST 40TH STREET
NEW YORK 17, N. Y.

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[Handwritten signature]

CERTIFICATE OF CHANGE OF NAME

OF

BROWN AND ROWLAND, INC.

TO

THE ROWLAND COMPANY, INC.

pursuant to Section Forty of the General Corporation Law.

WE, the undersigned, constituting the holders of record of all the outstanding shares of BROWN AND ROWLAND, INC., entitled to vote on a change in the name of said corporation, certify:

(1) The name of this corporation is:

"BROWN AND ROWLAND, INC." 245

(2) The Certificate of Incorporation was filed in the office of the Department of State on the 2nd day of January, 1957.

(3) The new name to be assumed by this Corporation is:

"THE ROWLAND COMPANY, INC."

IN WITNESS WHEREOF, we have made and subscribed this Certificate, this 13th day of December, 1960.

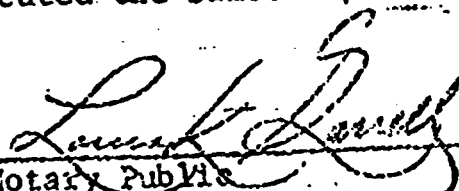

Herbert L. Rowland

STATE OF NEW YORK)

SS.:

COUNTY OF NEW YORK)

On this 13th day of December, 1960, before me personally came HERBERT L. ROWLAND, to me known and known to me to be the person described in and who executed the foregoing Certificate of Change of Name and he thereupon duly acknowledged to me that he executed the same.


Notary Public

LOUIS L. SARRELL
Notary Public, State of New York
No. 24-13/5409
Qualified in Kings County
Commission Expires March 20, 1968

STATE OF NEW YORK)

SS.:

COUNTY OF NEW YORK)

BETTY SCHUREMAN, being duly sworn, deposes and says that she is the Secretary of BROWN AND ROWLAND, INC.; that the person who has executed the foregoing Certificate of Change of Name of said corporation, either in person or by proxy, constitutes the holders of all of the outstanding shares of the corporation entitled to vote on a change in the name of the corporation.

Betty Schureman
Betty Schureman - Secretary

Subscribed and sworn to before me
this 13 day of December, 1960.

Louis LaGarrell
Notary Public

LOUIS LAGARRELL
Notary Public, State of New York
No. 261570403
Qualified in Kings County
Commission Expires March 20, 1961

STATE OF NEW YORK
DEPARTMENT OF STATE
A TRUE COPY OF THE ORIGINAL
FILED IN THIS OFFICE ON

DEC 15 1960

WITNESS MY HAND AND OFFICIAL
SEAL OF THE DEPARTMENT OF
STATE ON THE DATE ABOVE
TIGNED

Cecilia R. Brown
SECRETARY OF STATE

BY *Anthony N. Sans*
EXECUTIVE DEPUTY SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

-of-

BROWN & ROWLAND CORPORATION

Pursuant to Article II of the
Stock Corporation Law

WE, the undersigned, for the purpose of forming a corporation pursuant to Article I of the Stock Corporation Law of the State of New York, do hereby certify:

FIRST: The name of the proposed corporation shall be BROWN & ROWLAND CORPORATION.

SECOND: The purposes for which it is to be formed are:

- (a) To engage in the business of public relations, publicity, advertising, merchandising, packaging, display and all other business problems.
- (b) To render such services as a consultant and to perform all acts and activities related to the foregoing and in furtherance thereof.
- (c) To own, to operate, to share in the ownership and/or operation, to invest in the ownership and/or operation of enterprises connected with the foregoing, including the ownership investment and/or sharing in the ownership and/or investment of real property, personal property, securities, notes, choses in action, rights and contracts.
- (d) To do all of the things and carry on all operations and activities necessary or proper to the conduct of such business.
- (e) The foregoing clauses shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of New York; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any

INTERNAL SECURITY
SECTION
REGISTRATION UNIT

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manner the powers of this corporation, and that this corporation may do all and every thing necessary, suitable or proper for the accomplishment of any of the purposes or objects hereinabove enumerated either alone or in association with other corporations, firms, or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

THIRD: The total number of shares which may be issued by the corporation is two hundred (200), without par value.

FOURTH: The Capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value, plus such amounts as from time to time, by resolution of the Board of Directors, may be transferred thereto.

FIFTH: The office of the corporation is to be located in the County of New York, City and State of New York, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon it, is 415 Madison Avenue, Borough of Manhattan, City of New York.

SIXTH: The duration of the corporation shall be perpetual.

SEVENTH: The number of its directors shall be four (4). Directors need not be stockholders.

EIGHTH: The names and post-office address of the directors until the first annual meeting of the stockholders are:

<u>NAMES</u>	<u>RESIDENCE AND POST-OFFICE ADDRESSES</u>
ROGER BROWN	145 Nurmi Drive Fort Lauderdale, Florida
JULIE BROWN	145 Nurmi Drive Fort Lauderdale, Florida
HERBERT L. ROWLAND	2727 Palisade Avenue Riverdale, New York
JOAN ROWLAND	2727 Palisade Avenue Riverdale, New York

NINTH: The name and post-office address of each subscriber of this certificate of incorporation and a statement of the number of shares of stock which each agrees to take in the corporation are:

<u>NAME</u>	<u>RESIDENCE AND POST-OFFICE ADDRESSES</u>	<u>NUMBER OF SHARES</u>
ROGER BROWN	145 Nurmi Drive Fort Lauderdale, Florida	1
JULIE BROWN	145 Nurmi Drive Fort Lauderdale, Florida	1
HERBERT L. ROWLAND	2727 Palisade Avenue Riverdale, New York	1
JOAN ROWLAND	2727 Palisade Avenue Riverdale, New York	1

TENTH: All of the subscribers of this certificate are of full age, at least two-thirds of them are citizens of the United States, at least one of them is a resident of the State of New York, and at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

ELEVENTH: The Secretary of State is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served.

IN WITNESS WHEREOF, we have made, signed and acknowledged this Certificate this _____ day of _____

Roger Brown (L.S.)
ROGER BROWN

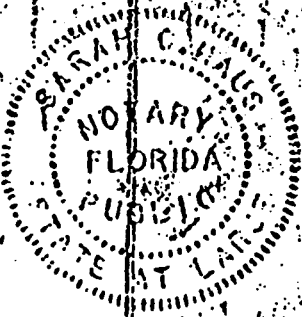
Julie Brown (L.S.)
JULIE BROWN

H. L. Rowland (L.S.)
HERBERT L. ROWLAND

Joan Rowland (L.S.)
JOAN ROWLAND

STATE OF FLORIDA
COUNTY OF BROWARD ss.:

On this 16th day of January, 1961, before me personally appeared ROGER BROWN and JULIE BROWN, to me known and known to me to be the individuals mentioned and described in and who executed the foregoing instrument and they duly acknowledged to me that they executed the same.



Sarah C. Haus

Notary Public
State at Large
Jan 21, 1963
The American Safety Co.

STATE OF NEW YORK
COUNTY OF New York ss.:

On this 24th day of January, 1961, before me personally appeared ~~Robert L.~~ ROWLAND and JOAN ROWLAND, to me known, and known to me to be the individuals mentioned and described in and who executed the foregoing instrument and they duly acknowledged to me that they executed the same.

LOUIS L. GARRELL
Notary Public, State of New York
No. 24-1378-400
Qualified in Kings County
Commission Expires March 30, 1961

Louis L. Garrell

STATE OF NEW YORK
DEPARTMENT OF STATE
A TRUE COPY OF THE ORIGINAL
FILED IN THIS OFFICE ON

JAN 30 1961

WITNESS MY HAND AND OFFICIAL
SEAL OF THE DEPARTMENT OF
STATE ON THE DATE ABOVEMENTIONED.

Charles K. Linn
SECRETARY OF STATE

Andrew N. Adria
EXECUTIVE DEPUTY SECRETARY OF STATE