Recorded: 11/10/2011 at 11:35:31.0 AM
Fee Amount: $72.00
Revenue Tax:
Delaware County, Iowa
DEBORAH PEYTON, RECORDER
BK: 2011 PG: 3612

TYPE OF DOCUMENT:

CERTIFICATE OF AMENDMENT

PREPARER INFORMATION:

Paul, Weiss, Rifkind, Wharton & Garrison LLP
Attention: Erin Byrnes
1285 Avenue of the Americas
New York, New York 10019-6064
212-373-3542

TAXPAYER INFORMATION:

Paladin Brands Group, Inc.
Steve Klyn
5825 Council Street NE
Cedar Rapids, Iowa 52402
313-395-6110

RETURN DOCUMENT TO:

Paul, Weiss, Rifkind, Wharton & Garrison LLP
Attention: Erin Byrnes
1285 Avenue of the Americas
New York, New York 10019-6064
212-373-3542

GRANTORS: ATI Global, Inc., and
Attachment Technologies, Inc.
GRANTEE: Paladin Brands Group, Inc., a Delaware corporation

LEGAL DESCRIPTION: N/A

BOOK AND PAGE REFERENCE: N/A

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ATTACHMENT TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "ATTACHMENT TECHNOLOGIES, INC." TO "PALADIN BRANDS GROUP, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, A.D. 2010, AT 5:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2011.



Jeffrey W. Bullock, Secretary of State

2594324 8100

111170164

AUTHENTICATION: 9138620

DATE: 11-04-11

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:18 PM 12/15/2010
FILED 05:12 PM 12/15/2010
SRV 101193918 - 2594324 FILE

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF ATTACHMENT TECHNOLOGIES, INC.

Attachment Technologies, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members filed with the minutes of the Board of Directors, adopted the following resolution proposing and declaring advisable an amendment to the Certificate of Incorporation of the Corporation:

> RESOLVED, that the Board of Directors of the Corporation deems and declares it advisable that the Certificate of Incorporation of the Corporation be amended by deleting and replacing the first Article thereof so that, as amended, the first Article shall be and read as follows:
>
> "FIRST: The name of the corporation is Paladin Brands Group, Inc."

SECOND: That in lieu of a special meeting and vote of the sole stockholder of the Corporation, the stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of Certificate of Incorporation shall be effective on January 1, 2011.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed this 14th day of December, 2010.

ATTACHMENT TECHNOLOGIES, INC.

By: _____
Steve J. Klyn, Vice President & Assistant Secretary

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "PALADIN BRANDS GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

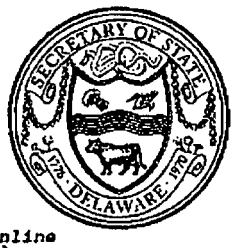
CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "BRADCO/SCAT ACQUISITION CORP." TO "ATI GLOBAL, INC.", FILED THE FOURTH DAY OF MARCH, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ATI GLOBAL, INC." TO "ATTACHMENT TECHNOLOGIES, INC.", FILED THE FOURTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ATTACHMENT TECHNOLOGIES, INC." TO "PALADIN BRANDS GROUP, INC.", FILED THE FIFTEENTH DAY OF DECEMBER, A.D. 2010, AT 5:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF



Jeffrey W. Bullock, Secretary of State

2594324 8310

AUTHENTICATION: 9022758

110998580

DATE: 09-12-11

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

The First State

JANUARY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "PALADIN BRANDS GROUP, INC.".

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PALADIN BRANDS GROUP, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 1996.

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

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



Jeffrey W. Bullock, Secretary of State

2594324 8310

AUTHENTICATION: 9022758

110998580

DATE: 09-12-11

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PALADIN BRANDS GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 1996, AT 9 O'CLOCK A.M.

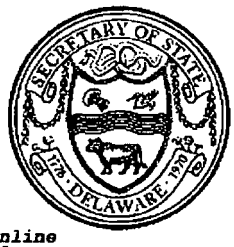
CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "BRADCO/SCAT ACQUISITION CORP." TO "ATI GLOBAL, INC.", FILED THE FOURTH DAY OF MARCH, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ATI GLOBAL, INC." TO "ATTACHMENT TECHNOLOGIES, INC.", FILED THE FOURTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ATTACHMENT TECHNOLOGIES, INC." TO "PALADIN BRANDS GROUP, INC.", FILED THE FIFTEENTH DAY OF DECEMBER, A.D. 2010, AT 5:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID



Jeffrey W. Bullock, Secretary of State

2594324 8100H

110998580

AUTHENTICATION: 9022759

DATE: 09-12-11

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

The First State

CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "PALADIN BRANDS GROUP, INC.".

2594324 8100H

110998580

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 9022759

DATE: 09-12-11

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/21/1996
960049602 - 2594324

CERTIFICATE OF INCORPORATION

OF

BRADCO/SCAT ACQUISITION CORP.

FIRST: The name of the corporation is: Bradco/SCAT Acquisition Corp.

SECOND: The address of its registered office in the State of Delaware is 1013 Centre Road in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is thirty thousand (30,000), and the par value of each of such shares is one cent ($.01), amounting in the aggregate to Three Hundred Dollars ($300.00) of capital stock.

FIFTH: The name and mailing address of the sole incorporator is as follows:

NAME	MAILING ADDRESS
Robert Porcelli	c/o Bingham, Dana & Gould 150 Federal Street Boston, Massachusetts 02110

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation and for defining and regulating the powers of the corporation and its directors and stockholders and are in furtherance and not in limitation of the powers conferred upon the corporation by statute:

(a) The election of directors need not be by written ballot.

(b) The Board of Directors shall have the power and authority:

(1) to adopt, amend or repeal by-laws of the corporation, subject only to such limitation, if any, as may be from time to time imposed by law or by the by-laws; and

(2) to the full extent permitted or not prohibited by law, and without the consent of or other action by the stockholders, to authorize or create mortgages, pledges or other liens or encumbrances upon any or all of the

assets, real, personal or mixed, and franchises of the corporation, including after-acquired property, and to exercise all of the powers of the corporation in connection therewith; and

(3) subject to any provision of the by-laws, to determine whether, to what extent, at what times and places and under what conditions and regulations the accounts, books and papers of the corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or paper of the corporation except as conferred by statute or authorized by the by-laws or by the Board of Directors.

SEVENTH: No director of the corporation shall be personally liable to the corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that to the extent required from time to time by applicable law, this Article Seventh shall not eliminate or limit the liability of a director, to the extent such liability is provided by applicable law, (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand this 21st day of February, 1996.

Robert Porcelli

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/04/1996
960063132 - 2594324

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
ATI INCORPORATED
INTO
BRADCO/SCAT ACQUISITION CORP.

The undersigned, being a duly authorized officer of BRADCO/SCAT ACQUISITION CORP., a Delaware corporation (the "Corporation") does hereby certify, pursuant to Section 253 of the General Corporation Law of the State of Delaware, to the following information relating to the merger (the "Merger") of ATI INCORPORATED, an Iowa corporation ("ATI"), with and into the Corporation:

1. The Corporation was incorporated on February 21, 1996, pursuant to and in accordance with the General Corporation Law of the State of Delaware.

2. The Corporation owns 100% of the outstanding shares of capital stock, no par value (the "ATI Common Stock"), of ATI, a corporation incorporated on March 15, 1976, pursuant to and in accordance with the Iowa Business Corporation Act.

3. The Board of Directors of the Corporation unanimously consented on March 2, 1996 to the adoption of the following resolutions, which resolutions provided that ATI be merged with and into the Corporation:

RESOLVED: That pursuant to the terms of the Agreement and Plan of Merger, dated as of March 2, 1996 (the "Merger Agreement"), the Corporation merge its wholly-owned subsidiary, ATI Incorporated, an Iowa corporation ("ATI"), with and into itself, (hereinafter sometimes referred to as the "Surviving Corporation"), which corporation shall assume all of the liabilities and obligations of ATI, and that said merger (the "Merger") shall be effective upon filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and Articles of Merger with the Secretary of State of the State of Iowa (the "Effective Time").

RESOLVED: That, in connection with the foregoing, the Merger and the form, terms and provisions of the Merger Agreement, be, and they hereby are, in all respects ratified, adopted and approved.

RESOLVED: That, at the Effective Time, the Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation, except that such Certificate of Incorporation shall be amended by deleting Article First in its entirety, and substituting in lieu thereof the following Article First:

****

FIRST: The name of the corporation is: ATI Global, Inc.

****

RESOLVED: That, the officers of the Corporation be, and each of them hereby is, directed to execute Articles of Merger, and to file the same with the Secretary of State of the State of Iowa, and to cause a certified copy of the Certificate of Ownership and Merger to be recorded in the office of the Recorder of Deeds of the County in the State of Delaware in which the registered office of the Corporation is located; and that the officers of the Corporation be, and each of them hereby is, authorized and directed to take any and all other actions necessary and proper, in the judgment of said officers, to effect said Merger.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed and delivered on behalf of the Corporation this 2nd day of March, 1996.

BRADCO/SCAT ACQUISITION CORP.

By: _____
Name: Keith C. Shaughnessy
Title: President

Attest:

By: _____
Secretary

BOS-BUS:246597.1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/14/1999
991384160 – 2594324

ATI GLOBAL, INC.

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION

ATI GLOBAL, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware, as amended (the "Company"), does hereby certify, pursuant to Section 242 of the General Corporation Law of the State of Delaware, that:

FIRST: Pursuant to Section 141(f) of the General Corporation Law of the State of Delaware and Sections 3.17 and 2.11 of the Corporation's By-Laws, by written consent of the Board of Directors of the Company dated September 13, 1999, and by written consent of the stockholders of the Company dated September 13, 1999, the Amendment to the Company's Certificate of Incorporation changing Article First of the Certificate of Incorporation and referred to in the following resolutions were duly adopted:

RESOLVED: That it is deemed advisable and in the best interest of the Company to amend Article First of its Certificate of Incorporation by deleting Article First in its entirety and substituting in lieu thereof the following Article First:

FIRST: The name of the corporation is: Attachment Technologies, Inc.

RESOLVED: That the Company be and it hereby is authorized and directed to amend its Certificate of Incorporation as set forth in the foregoing resolution, and that the appropriate officers of the Company be and they hereby are authorized and directed to execute and deliver any and all documents or certificates deemed necessary to effectuate the proposed amendment outlined above, including a Certificate of Amendment to the Certificate of Incorporation for filing with the Delaware Secretary of State.

Accordingly, Article First of the Certificate of Incorporation of the Company is hereby amended to read as set forth herein.

IN WITNESS WHEREOF, ATI Global, Inc., has caused this Certificate of Amendment to its Certificate of Incorporation to be executed by Keith C. Shaughnessy, its Vice President, this 14th day of September, 1999.

ATI GLOBAL, INC.

By: _____
Keith C. Shaughnessy
Vice President

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:18 PM 12/15/2010
FILED 05:12 PM 12/15/2010
SRV 101193918 - 2594324 FILE

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF ATTACHMENT TECHNOLOGIES, INC.

Attachment Technologies, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members filed with the minutes of the Board of Directors, adopted the following resolution proposing and declaring advisable an amendment to the Certificate of Incorporation of the Corporation:

> RESOLVED, that the Board of Directors of the Corporation deems and declares it advisable that the Certificate of Incorporation of the Corporation be amended by deleting and replacing the first Article thereof so that, as amended, the first Article shall be and read as follows:
>
> "FIRST: The name of the corporation is Paladin Brands Group, Inc."

SECOND: That in lieu of a special meeting and vote of the sole stockholder of the Corporation, the stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of Certificate of Incorporation shall be effective on January 1, 2011.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed this 14th day of December, 2010.

ATTACHMENT TECHNOLOGIES, INC.

By: _____
Steve J. Klyn, Vice President & Assistant Secretary

11402.001