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CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

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1.) Alumaware, Inc.
(CORPORATE NAME & DOCUMENT #)

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****247.50 *****87.50

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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**ARTICLES OF INCORPORATION
OF
ALUMAWORKS, INC.**

Pursuant to the provisions of the laws of the State of Florida, the undersigned hereby adopts the following Articles of Incorporation to organize the corporation described below (the "Corporation").

Article I

The name of the corporation is:

Alumaworks, Inc.

Article II

The mailing address of this Corporation is as follows:

3816 Northwest Thirty-Second Avenue
Miami, Florida 33142

Article III

The duration of the Corporation is perpetual, unless otherwise stated.

Article IV

Unless otherwise stated, the Corporation has been organized for all lawful purposes including, without limitation, the manufacture and distribution of baking and cooking ware.

Article V

The number of shares which the Corporation shall have the authority to issue is One Hundred (100). The par value of each of the authorized shares is \$.01.

Article VI

The Corporation elects to have preemptive rights.

Article VII

The street address (no P.O. Box) of the registered office of the Corporation is 777 Brickell Avenue, Suite 980, and the name of the registered agent of the Corporation is Devine Goodman & Wells, P.A.

Article VIII

The name(s) and address(es) of the Director(s) of the Corporation are:

Roderick Haber and Evelyn Haber.

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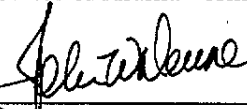
Article VIII

The name(s) and address(es) of the Incorporator(s) of the Corporation are:

John W. Devine, Esq.
Devine Goodman & Wells, P.A.
777 Brickell Avenue, Suite 980
Miami, Florida 33131.

IN WITNESS THEREOF, the undersigned Incorporator(s) executed these Articles of Incorporation on this 9th day of February, 2000.

Incorporator of Alumaworks, Inc.

By: 

Incorporator

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

Having been appointed registered agent of Alumaworks, Inc. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Dated as of this 9th day of February, 2000.

Devine Goodman & Wells, P.A.

By: 
John W. Devine, Esq.

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