

CT CORPORATION SYSTEM

FO00000007223

CORPORATION(S) NAME

Cookworks, Texas, Inc.

800003516139--8

12/28/00 01051--020

*****70.00 *****70.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/28/00

Order#: 34908

Ref#:

Amount: \$

RECEIVED
00 DEC 28 PM 1:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 DEC 28 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Cookworks, Texas, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. October 29, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 2, 2000

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 801 Cherry Street, Suite 1500

Fort Worth, Texas 76410-6869

(Current mailing address)

To conduct a retail business relating to cookware, kitchenware, food products, tableware, gifts, and related items, and any and all lawful business for which corporations may be

8. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) incorporated under the Texas Business Corporation Act.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

FL018-9/2/99 CT System Online

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: John Marion

Address: 801 Cherry Street, Suite 1500
Fort Worth, Texas 76410-6869

Vice Chairman:

Address:

Director: Charles Kehoe

Address: 1100 Governor Dempsey Drive
Santa Fe, New Mexico 87501

Director: Philip Boschetti

Address: 801 Cherry Street, Suite 1500
Fort Worth, Texas 76410-6869**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Charles Kehoe

Address: 1100 Governor Dempsey Drive
Santa Fe, New Mexico 87501

Vice President:

Address:

Secretary: Philip Boschetti

Address: 801 Cherry Street, Suite 1500
Fort Worth, Texas 76410-6869

Treasurer: Philip Boschetti

Address: 801 Cherry Street, Suite 1500
Fort Worth, Texas 76410-6869**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Philip Boschetti, Secretary and Treasurer

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

COOKWORKS, TEXAS, INC.
File No. 1510927-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on December 27, 2000.*

Elton Bomer
Secretary of State

DAE