



F02000004080

ACCOUNT NO. : 072100000032

REFERENCE : 681943 7270423

AUTHORIZATION : *Patricia Pujat*

COST LIMIT : \$ 78.75

SECRETARY OF STATE
MIAMI LAKES, FLORIDA

02 AUG 12 PM 2:18

FILED

ORDER DATE : July 29, 2002

8/12 FOR CORP.

cc

ORDER TIME : 9:33 AM

ORDER NO. : 681943-005

alt name

CUSTOMER NO: 7270423

CUSTOMER: Ms. Lisa R. Carstarphen
Applica Incorporated
5980 Miami Lakes Drive

600007047796--7

Miami Lakes, FL 33014

FOREIGN FILINGS

NAME: WEITECH, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____

SECRETARY OF STATE
DIVISION OF CORPORATE AND
FIDELIARIES, FLORIDA

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**WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
OF WEITECH, INC.**

The undersigned, constituting all the members of the Board of Directors of Weitech, Inc., an Oregon corporation (the "Company"), pursuant to ORS 60.341, do hereby consent that when the undersigned have signed this consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Board of Directors of the Company, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given. The following resolutions are hereby adopted:

WHEREAS, the Company has made an application to do business in the State of Florida under the name Weitech, Inc.

WHEREAS, a company using the name Weitech Corporation is currently doing business in the State of Florida; and

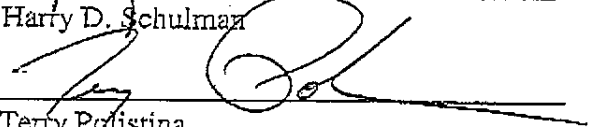
RESOLVED, that for the purposes of doing business in the State of Florida, the Board of Directors hereby adopts the name "Weitech of Miami, Inc.";

RESOLVED, that in addition to and without limited the foregoing, the proper officers of the Company are hereby authorized, empowered and directed to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Company, all such instruments, agreements, certificates and documents and to pay all such expenses as he may deem appropriate in order to effect the purpose and intent of the foregoing resolutions and all action heretofore taken by the officers and agents of the Company in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Company.

IN WITNESS WHEREOF, all of the members of the Board of Directors of the Company have executed this memorandum to record the actions so taken without a formal meeting as of the 5th day of August, 2002.



Harry D. Schulman



Terry Polistina

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. Weitech, 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. Oregon 3. 93-0999845
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 22, 1989 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5980 Miami Lakes Drive, Miami Lakes, FL 33014
(Principal office address)

Same
(Current mailing address)

8. Sales of household appliances.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

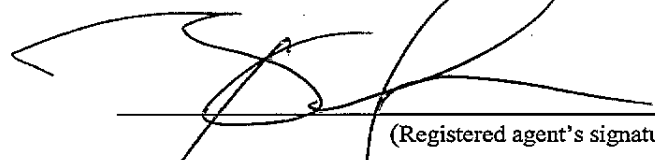
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

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TALLAHASSEE FLORIDA

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.



(Registered agent's signature)

Brian Courtney
Asst. V. Pres.

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Harry D. Schulman

Address: 5980 Miami Lakes Drive

Miami Lakes, FL 33014

Vice Chairman: Terry Polistina

Address: 5980 Miami Lakes Drive

Miami Lakes, FL 33014

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Harry D. Schulman

Address: 5980 Miami Lakes Drive

Miami Lakes, FL 33014

Vice President: Tony Carfagno

Address: 5980 Miami Lakes Drive

Miami Lakes, FL 33014

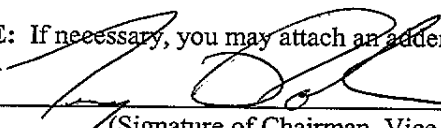
Secretary: Lisa R. Carstarphen

Address: 5980 Miami Lakes Drive, Miami Lakes, FL 33014

Treasurer: Adam L. Kaplan

Address: 5980 Miami Lakes Drive, Miami Lakes, FL 33014

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. Terry Polistina, Vice Chairman
(Typed or printed name and capacity of person signing application)

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

WEITECH, INC.

was

incorporated

under the Oregon

Business Corporation Act

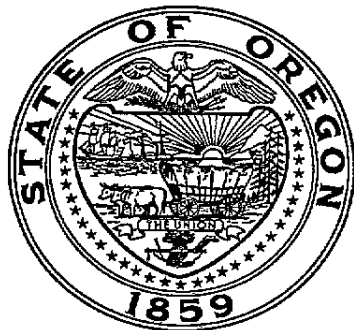
on

March 22, 1989

and is active on the records of the Corporation Division as of the date of this certificate.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Oregon.

BILL BRADBURY, Secretary of State



By

Debra L. Virag

Debra L. Virag

July 29, 2002