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FOREIGN PROFIT/NONPROFIT CORPORATION

FUSION BRANDS AMERICA INC.

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February 8, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: FUSION BRANDS AMERICA INC.
REF: W07000006631

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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. Fusion Brands America Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 8, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 8345 NW 66th St. #9948, Miami, FL 33166-2626
(Principal office address)
- Same as above
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under Florida corporate law
(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 NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Corporation Service Company
By: Amanda Haddan
(Registered agent's signature) as its agent

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Eugene Melnyk

Address: Beach House, Crane, St. Philip, Barbados

Vice Chairman:

Address:

Director: Randi J. Shinder

Address: 1339 Wellington Street, Suite 203, Ottawa, ON, Canada K1Y 3B8

Director: Sheldon Plener

Address: 2100 Scotia Plaza, 40 King Street West, Toronto, ON, Canada M5H 3C2

B. OFFICERS

President: Randi J. Shinder

Address: 1339 Wellington Street, Suite 203, Ottawa, ON, Canada K1Y 3B8

Vice President: Alisha H. Alice

Address: 72 Chartwell Avenue, Ottawa, ON K2G 6L7

Secretary: Sheldon Plener

Address: 2100 Scotia Plaza, 40 King Street West, Toronto, ON, Canada M5H 3C2

Treasurer: Neil A. Shinder

Address: 1339 Wellington Street, Suite 203, Ottawa, ON, Canada K1Y 3B8

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Neil A. Shinder, Treasurer

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

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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FUSION BRANDS AMERICA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF FEBRUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FUSION BRANDS AMERICA INC." WAS INCORPORATED ON THE EIGHTH DAY OF JUNE, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5412827

DATE: 02-06-07