

F95000001837

APRIL 12, 1995

400001456214
-04/14/95--01008--001
*****78.50 *****78.50

QUALIFICATION / TAX LIEN SEC
DIVISION OF CORPORATIONS
ATTN: MR. MICHAEL MAYS
409 E. GAINES STREET
TALLAHASSEE, FL 32399

DEAR MR. MAYS:

PURSUANT TO OUR CONVERSATION, ENCLOSED PLEASE FIND THE REQUIRED DOCUMENTATION AND FEES FOR REGISTRATION OF EKCO, INC. WITH THE STATE OF FLORIDA.

AS WE DISCUSSED IT IS VERY IMPORTANT THAT I HAVE THE DOCUMENTS EXPEDITED BACK TO ME. AS SUCH, I HAVE ENCLOSED A PREAMDRESSED AND PREPAID EXPRESS MAIL ENVELOPE FOR YOUR CONVENIENCE.

THANK YOU VERY MUCH FOR YOUR ASSISTANCE AND FOR OFFERING SAME DAY TURNAROUND UNDER THE CIRCUMSTANCES.

PLEASE CONTACT ME WITH ANY QUESTIONS THAT MAY ARISE.

YOURS TRULY,
EKCO, INC.



ELENA D. KOSS
PRESIDENT
4700 WEST BROWARD BLVD.
PLANTATION, FL 33317
305-792-8618 TELEPHONE
305-792-0390 TELEFAX

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14, PM 3:36

mtu

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 PM 3:36

SUBJECT: EKCO INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Elena D. Koss
(Name of Person)
EKCO INC.
(Firm/Company)
4700 W Broward Blvd
(Address)
PLANTATION FL 33317
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Elena D. Koss at (305) 792-8618
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APR-14-95 FBI 13:47 PANCO.

Attn: Michael Mays

904-487-6012

P. 01

EKCO, Inc.
4700 West Broward Blvd.
Plantation, FL 33317
305-581-8733 Telephone
305-792-0350 Fax

SS:PA 14 RI 8356
ENCLOSURE

CORPORATE RESOLUTION

THAT the undersigned, Elena D. Koss, as President of EKCO, Inc., a Delaware corporation, (hereinafter referred to as the "Corporation"), does hereby certify that the following is a true and complete copy of a Resolution duly adopted by the Board of Directors on the fourteenth day of April, 1995, which Resolution has not been rescinded, amended or modified, and is in full force and effect, according to the records of the Corporation.

WHEREAS, Elena D. Koss, is desirous of registering the Corporation with The State of Florida; and,

WHEREAS, registration of the Corporation with the State of Florida requires that the name of the Corporation be more specific;

NOW THEREFORE,

BE IT RESOLVED THAT, the name of the Corporation shall be changed to EKCO, Inc. of Delaware.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this fourteenth day of April, 1995.



Elena D. Koss, President

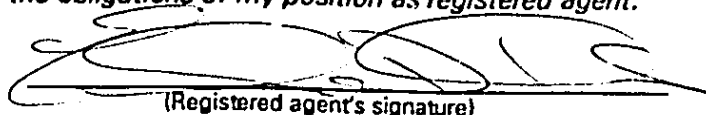
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. EKCO, INCORPORATED
(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. DELAWARE 3. 65-0567904
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. MARCH 17, 1995 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. APRIL 3, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 4700 W. BROWARD BLVD
PLANTATION FL 33317
(Current mailing address)
8. WHOLESALE Domestic and Export Sales
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Elena D. Koss
Office Address: 4700 W Broward Blvd
Plantation, Florida, 33317
(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.


(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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Elena D Koss

Address: 4700 W Broward Blvd
Plantation FL 33317

Director: _____

Address: _____

B. OFFICERS

President: Elena D. Koss

Address: 4700 W. Broward Blvd
Plantation FL 33317

Vice President: _____

Address: _____

Secretary: Elena D. Koss


Address: 4700 W Broward Blvd.
Plantation FL 33317

Treasurer: _____

Address: _____

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

13.

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

14.

Elena D. Koss PRESIDENT
(Typed or printed name and capacity of person signing application)

95 APR 14 PM 3:36

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EKCO, 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 SEVENTH DAY OF APRIL, A.D. 1995.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 PM 3:36




Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7465397

04-07-95

2492428 8300

950075947