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ACCOUNT NO. : 072100000032

REFERENCE : 865121 4303929

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : June 22, 1998

ORDER TIME : 1:53 PM

ORDER NO. : 865121-010

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
Greenberg Traurig  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

200002571692--7

FOREIGN FILINGS

NAME: HOUSEHOLD PRODUCTS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

98 JUN 24 PM 3:48  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUN 24 PM 3:28  
RECEIVED  
DIVISION OF CORPORATION

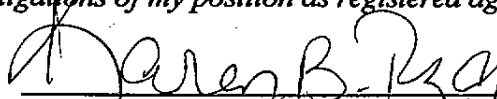
# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

*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. Household Products, 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. Delaware  
(State or country under the law of which it is incorporated)
3. Applied For  
(FEI number, if applicable)
4. June 4, 1998  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 5980 Miami Lakes Drive  
Miami Lakes, Florida 33014  
(Current mailing address)
8. Any lawful business, including, but not limited to, the distribution of household products.  
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(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)

**Karen B. Rozar, 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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: See Exhibit A attached hereto.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: See Exhibit A attached hereto.

Address:

Vice President:

Address:

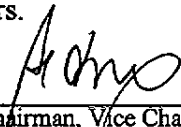
Secretary:

Address:

Treasurer:

Address:

**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. Burton A. Honig, Vice President  
(Typed or printed name and capacity of person signing application)

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Exhibit A

Michael Hoopis - President  
5980 Miami Lakes Drive  
Miami Lakes, Florida 33014

Thomas A. Dollard - Senior Vice President-CFO and Director  
5980 Miami Lakes Drive  
Miami Lakes, Florida 33014

Burton A. Honig - Vice President and Director  
5980 Miami Lakes Drive  
Miami Lakes, Florida 33014

Cindy Solovei - Secretary and Treasurer  
5980 Miami Lakes Drive  
Miami Lakes, Florida 33014

David Thomas - Vice President-Controller  
5980 Miami Lakes Drive  
Miami Lakes, Florida 33014

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOUSEHOLD PRODUCTS, 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 TWENTY-THIRD DAY OF JUNE, A.D. 1998.

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

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SECRETARY OF STATE  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

9154190

06-23-98

AUTHENTICATION:

DATE: