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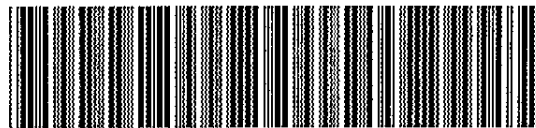
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN APR 14 2004

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TALLAHASSEE, FLORIDA

April 1, 2004

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: OXO ACCESSORIES INTERNATIONAL, LLC

Dear Sir:

Please file the enclosed Articles of Organization, Certificate of Organization and Acceptance of Registered Agent. I have enclosed \$160.00 to cover the cost of filing, the designation of registered agent fee and obtainment of a certified copy and a certificate of status.

Sincerely,

D.R. Fulthorpe, CPA

Doug Fulthorpe, CPA

DRF/d
Enc.

**ARTICLES OF ORGANIZATION OF
OXO ACCESSORIES INTERNATIONAL, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, does hereby adopt the following articles of organization:

ARTICLE I: NAME OF LIMITED LIABILITY COMPANY

The name of the limited liability company is
OXO ACCESSORIES INTERNATIONAL, LLC.

ARTICLE II: TERM OF EXISTENCE

The limited liability company shall have a perpetual existence.

ARTICLE III: GENERAL NATURE OF BUSINESS

The general purposes for which the limited liability company is organized are:

1. To engage in the business of providing wholesale and retail sales and services to the general public.
2. To transact any other lawful business for which limited liability companies may be organized under the laws of the State of Florida.
3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV: COMPANY HEADQUARTERS

The principal office of this limited liability company shall be:
4400 Harbour Lights Ct, Orlando, FL 32817.

The mailing address of this limited liability company shall be:
5830 Balao Way S, St Pete Beach, FL 33706.

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ARTICLE V: MANAGEMENT

The limited liability company is to be managed by one or more managers and is a manager-managed company.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the limited liability company shall be 5830 Balao Way S, St Pete Beach, FL 33706 and the initial registered agent shall be Ted Irwin, who upon acceptance of said designation agrees to comply with the provisions of Chapter 608, Florida Statutes, with respect to keeping an office open for service of process.

ARTICLE VII: PREEMPTIVE RIGHTS

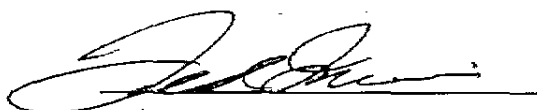
Each member of the limited liability company shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, a pro rata portion of

1. Any membership interest that the limited liability company may issue or sell, whether or not exchangeable for any membership interest of the limited liability company of any class or classes, and whether or not of unissued membership interests, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the limited liability company may issue or sell which is convertible into any membership interest of the limited liability company of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe or purchase from the limited liability company any membership interest of any class or classes.

CERTIFICATE OF ORGANIZATION

I hereby acknowledge the foregoing Articles of Organization of
OXO ACCESSORIES INTERNATIONAL, LLC, this 1st day of April 2004.



Ted Irwin

Organizing Manager Member

In accordance with section 608.408(3), Florida Statutes, the execution of
this document constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.

ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent and to accept service of process for
the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and
complete performance of my duties, and I am familiar with and accept the obligations of
my position as registered agent as provided for in Chapter 608, Florida Statutes, this
1st day of April 2004.



Ted Irwin

Registered Agent

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