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ACCOUNT NO. : 072100000032

REFERENCE : 891150 4716770

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 35.00

FILED
00 NOV -8 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 8, 2000

ORDER TIME : 10:30 AM

ORDER NO. : 891150-005

CUSTOMER NO: 4716770

CUSTOMER: Ms. Lisa R. Carstarphen
Windmere Holdings Corporation
5980 Miami Lakes Drive

200003457072--9

dess

Miami Lakes, FL 33014

DOMESTIC FILINGS

NAME: FORTUNE PRODUCTS, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT# 1165

EXAMINER'S INITIALS:

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 NOV -8 AM 11:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

DR
11/8/00

**ARTICLES OF DISSOLUTION
OF
FORTUNE PRODUCTS, INC.**

FILED
00 NOV -8 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is Fortune Products, Inc. (the "Corporation").

II.

The principal office is located at:

5980 Miami Lakes Drive
Miami Lakes, Florida 33104

III.

All liabilities and obligations of the Corporation have been paid or discharged, or adequate provision has been made therefor.

IV.

All the remaining property and assets of the Corporation have been distributed to its sole shareholder.

V.

There are no actions pending against the Corporation in any court, or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending action.

VI.

Attached hereto is a copy of the written consent of the Corporation's sole shareholder, signed by said shareholder, in which the sole shareholder consented to and authorized the dissolution of the Corporation effective as of November 6, 2000.

VII.

The name and address of the statutory agent of the Corporation is as follows:

Lisa R. Carstarphen
5980 Miami Lakes Drive
Miami Lakes, Florida 33014

IN WITNESS WHEREOF, Fortune Products, Inc. has cause these Articles of Dissolution to be executed by its authorized officers effective as of November 6, 2000.

FORTUNE PRODUCTS, INC.

By: _____


Burton A. Honig
President

STATE OF FLORIDA)

COUNTY OF MIAMI- DADE)

These Articles of Dissolution were acknowledged before me this 6th day of November, 2000, by Burton A. Honig, the President of Fortune Products, Inc., a Florida corporation, on behalf of the Corporation.


Notary Public



FORTUNE PRODUCTS, INC.

**Written Consent of the
Sole Shareholder in Lieu of a Meeting**

Dated as of November 6, 2000

Liquidation and Dissolution of Corporation

Pursuant to Section 607.1402(6) of the Florida Statutes, the undersigned, being the Sole Shareholder of Fortune Products, Inc., a Florida corporation (the "Corporation"), acting by written consent in lieu of a formal special meeting of the shareholder, does hereby adopt and approve the resolutions set forth below, and directs the Secretary of the Corporation to place this record of the resolutions set forth herein in the minutes of the proceedings of the Shareholder of the Corporation.

WHEREAS, the Sole Shareholder of the Corporation deems that it is in the best interest of the Corporation that the Corporation be liquidated and dissolved as soon as practicable, pursuant to the Plan of Complete Liquidation and Dissolution of the Corporation attached hereto as Exhibit A (the "Plan");

RESOLVED, that the Sole Shareholder hereby authorizes, approves and adopts the Plan, and the officers of the Corporation are expressly authorized to execute and file the Articles of Dissolution with the Florida Department of State and to negotiate, agree upon, execute and deliver from time to time in the name and on behalf of the Corporation, such agreements, consents, documents, instruments, certificates, notices and other assurances and to do and perform any and all such other actions and things as may to any of them seem necessary or proper to implement, effect, consummate and carry out the foregoing and the Plan.

Executed by the undersigned, the Sole Shareholder of the Corporation, effective as of November 6, 2000.

APPLICA CONSUMER PRODUCTS, INC.

By: *Lisa R. Carstarphen*
Lisa R. Carstarphen, Asst. Secretary

EXHIBIT A

Plan of Complete Liquidation and Dissolution of Fortune Products, Inc.

A. All of the assets of Fortune Products, Inc., a Florida corporation (the "Corporation"), after payment of or provisions for all its liabilities, shall be assigned, transferred, conveyed and distributed to the Sole Shareholder in complete liquidation of the Corporation as soon as practicable in one or more liquidating distributions, such distribution or distributions to be in complete cancellation and redemption of all of the shares of the Corporation.

B. The Corporation shall file on a timely basis with the Internal Revenue Service and any other governmental authority having jurisdiction, all form, returns, documents and information required to be filed by reason of the complete liquidation of the Corporation.

C. As soon as practicable after the liquidation of the Corporation has been completed by distribution of all its remaining assets to the Sole Shareholder, the Corporation shall be voluntarily dissolved pursuant to the Florida Business Corporation Act, and the officers and directors of the Corporation are authorized to execute and file all documents necessary to effect such dissolution.

D. The officers and directors of the Corporation are empowered, authorized and directed to enter into, execute, deliver and file any and all agreements, documents or other instruments, and to do any and all other things in the name and on behalf of the Corporation which they may deem necessary or desirable to carry out the provisions, purposes and intent of this Plan.