



THE UNITED STATES
CORPORATION
COMPANY

PO00000017654

ACCOUNT NO. : 072100000032
REFERENCE : 693505 4303929
AUTHORIZATION : Patricia Pizz
COST LIMIT : \$ 43.75

FILED
00 MAY 10 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 10, 2000

ORDER TIME : 4:28 PM

ORDER NO. : 693505-010

CUSTOMER NO: 4303929

4000003247534--1

CUSTOMER: Ms. Stephanie C. Johnson
Greenberg Traurig, P.A.
1221 Brickell Avenue
21st Floor
Miami, FL 33131

DOMESTIC FILINGS

NAME: APPLICA INTERNATIONAL INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

RECEIVED
00 MAY 10 PM 4:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

100R
5/11/00

**ARTICLES OF DISSOLUTION
OF
APPLICA INTERNATIONAL INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1401 of the Florida Business Corporation Act, APPLICA INTERNATIONAL INC., a Florida corporation (the "Corporation") hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation:

1. The name of the Corporation filing these Articles of Dissolution is APPLICA INTERNATIONAL INC., Document #P00000017654, filed on February 18, 2000.
2. None of the Corporation's shares have been issued and the Corporation has not commenced business.
3. No debt of the Corporation remains unpaid.
4. The Corporation elected to dissolve by a written consent of the sole incorporator.

IN WITNESS WHEREOF, the undersigned Corporation has hereunto executed these Articles of Dissolution this 8th day of May, 2000.

**APPLICA INTERNATIONAL INC.,
a Florida Corporation**

By: Lisa Carstarphen
Lisa Carstarphen, Sole Incorporator

**WRITTEN CONSENT
BY
THE SOLE INCORPORATOR
OF
APPLICA INTERNATIONAL INC.**

The undersigned, being the Sole Incorporator of **APPLICA INTERNATIONAL INC.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby agree, consent to, adopt and order the following corporate action effective as of the 8th day of May, 2000:

RESOLVED, that the sole Incorporator of the Corporation hereby consents to the dissolution; and

RESOLVED, that the Articles of Dissolution in substantially the form previously presented to the undersigned are hereby approved and accepted and any officer of the Corporation is authorized and directed to cause to be filed with the Florida Department of State said Articles of Dissolution; and

RESOLVED, that the sole Incorporator of the Corporation be, and hereby is, authorized and directed to execute such assignments and conveyances, and to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions; and

RESOLVED, that the sole Incorporator of the Corporation is hereby authorized to engage the services of such accountants, appraisers, attorneys and other professionals to provide advice and counsel to the Corporation in connection with any and all matters addressed in the previous resolutions as such officers shall deem necessary or advisable under the circumstances; and it is

FURTHER RESOLVED, that any and all actions heretofore or hereinafter taken by the officers of the Corporation in connection with any and all of the matters discussed in the foregoing resolutions are hereby confirmed and ratified as properly authorized acts of the Corporation.

IN WITNESS WHEREOF, the undersigned sole Incorporator has executed the foregoing written consent for the purposes of giving consent thereto.



Lisa Carstarphen

WRITTEN CONSENT
OF
APPLICA INTERNATIONAL INC.

APPLICA INTERNATIONAL INC., a Florida corporation (the "Corporation"),
does hereby:

1. Grant permission and approve the filing of the Second Amended and Restated Articles of Incorporation of WINDMERE-DURABLE HOLDINGS, INC., a Florida corporation.
2. Consent not to revoke the Articles of Dissolution, dissolving the Corporation, filed on May 10, 2000.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator of the Corporation, has executed this Written Consent on behalf of the Corporation this 10th day of May, 2000.

APPLICA INTERNATIONAL INC.,
Florida corporation



Lisa Carstarphen, Sole Incorporator