OFFICE (Requestor's Name) 2nd FLOOR 3940 W.FLAGLER ST. (Address) MIAMI, FLORIDA 33134 (305)444-4994 800003656178--7 -02/07/01--01003--028 *****78.75 *****78.75 (City, State, Zip) OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) Certified Copy Pick up time Walk in Certificate of Status Photocopy Will wait Mail out AMENDMENTS NEW FILINGS Amendment Profit Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication Merger Other REGISTRATION/ OTHER FILNGS QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other Examiner's Initials

ARTICLES OF INCORPORATION

HOUSEWARES PLUS, INC.

ONETB T PH 1:50 THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

HOUSEWARES PLUS, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers: To have perpetual succession by its corporate name.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$10.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

Each of the Shareholders covenants and agrees that he will not sell, assign, transfer, donate or otherwise dispose of, or pledge, hypothecate or otherwise encumber any of the shares of the Corporation's stock except upon the prior written consent of the remaining Shareholders.

ARTICLE VI

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Leopoldo G. Rios 1800 W. 49th Street Suite 301 Hialeah, FL 33012 The principal address shall be: 1800 W. 49th Street Suite 301 Hialeah, FL 33012

ARTICLE VII

The initial Board of Directors shall consist of a total of two (2) persons, and the name and address of the persons who are to serve as initial directors are:

PRESIDENT / TREASURER
ARTURO OTERO
1800 W. 49th Street Suite 301
Hialeah, FL 33012

VICE-PRESIDENT / SECRETARY
ANA SOFIA LOPEZ DE OTERO
1800 W. 49th Street Suite 301
Hialeah, FL 33012

The name and address of the incorporator executing these Articles of Incorporation is: LEOPOLDO G. RIOS
1800 W. 49th Street Suite 301
Hialeah, FL 33012



IN WITNESS WHEREOF, the understanded Articles of Incorporation this 31st day of	signed incorporator has (v f <u>January</u> , 200	e) executed these 01.
Frank -		
STATE OF FLORIDA		
COUNTY OF DADE	-	No. 1
BEFORE ME, a notary public authorize county set forth above, personally appear Otero, known to me and known by me to Articles of Incorporation, and he (they) at those Articles of Incorporation. IN WITHNESS WHEREOF, I have he in the state and county aforesaid, this 31st of the state and county aforesaid.	the the person (s) who executes the person (s) which is the person (s) who executes the person (s) which is the person (s) which i	cuted the foregoing he (they) executed ixed my official seal

My Commission Expires:

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:	
HOUSEWARES PLUS, INC.	
2. The name and address of the registered agent and office is:	-
Leopoldo G. Ríos (NAME)	ng ng Agas Agas
1800 W. 49th Street Suite 301 (P.O.BOX NOT ACCEPTABLE)	and the second
Hialeah, FL 33012 (CITY/STATE/ZIP CODE)	The second secon

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Signature

Date __01/31/2001