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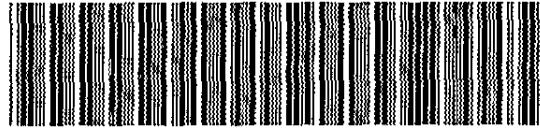
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**LAZARUS CORPORATE FILING SERVICE**

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**MIAMI, FLORIDA (305)552-5973**

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. UNIBRANDS (USA), INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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CERTIFICATE OF INCORPORATION  
OF  
UNIBRANDS (USA), INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the information, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation should be:

UNIBRANDS (USA), INC.

ARTICLE II

The corporation will engage in any activity of business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The Corporation is authorized to issue and have outstanding and aggregate number of FIVE HUNDRED (500) shares of one class of common stock, having a par-value of ONE (\$ 1.00) DOLLAR per share.

This consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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#### ARTICLE IV

All shareholders of the Corporation shall be vested with full preemptive rights.

#### ARTICLE V

The Name and Address of the Registered agent in the STATE OF FLORIDA is:

JOSEPH R. BREMER

1614 SW 1st ST.  
MIAMI, FL. 33135

The PRINCIPAL OFFICE is: 1614 SW 1st ST.  
MIAMI, FL. 33135

Having been named Initial Registered Agent to accept service of process of the Corporation at the Initial Registered Office designated in these Articles of the Incorporation, I hereby accept such and consent to act in this capacity and agree to comply with all the requirements of the Law pertaining thereto.



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JOSEPH R. BREMER

#### ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is one, the number of Directors may be increased or decreased from time to time By the Laws but shall never be less than one.

## ARTICLE VII

The names and addresses of the members of the Initial Board of Directors are:

NAME:	ADDRESS:
CESAR R. DAVILA CABREJOS (President)	1614 SW 1st ST. MIAMI, FL. 33135
JOSEPH R. BREMER (Vice-President)	1614 SW 1st ST. MIAMI, FL. 33135

## ARTICLE VIII

The name and addresses of the Incorporators executing these Articles of Incorporation are:

NAME:	ADDRESS:
CESAR R. DAVILA CABREJOS	1614 SW 1st ST. MIAMI, FL. 33135
JOSEPH R. BREMER	1614 SW 1st ST. MIAMI, FL. 33135

## ARTICLE IX

The names and addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

NAME:	ADDRESS	SHARES	CASH VALUE
CESAR R. DAVILA CABREJOS	1614 SW 1st ST. MIAMI, FL. 33135	500	\$500.00
JOSEPH R. BREMER	1614 SW 1st ST. MIAMI, FL. 33135	0	\$ 0.00

## ARTICLE X

The stock of the corporation may be issued pursuant to the provisions under \* 1244 of the Internal Revenue Code in order for the stockholders of the corporation may be receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this 30th day of January , 2004.

  
\_\_\_\_\_  
CESAR R. DAVILA CABREJOS

  
\_\_\_\_\_  
JOSEPH R. BREMER

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