

713000001894

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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12/31/12--01021--010 \*\*105.00

01/07/13--01008--005 \*\*15.00

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2012 DEC 31 AM 11:18  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

FILED  
12 DEC 31 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

J. Shivers JAN 07 2013

10-13-10



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 2, 2013

CORPDIRECT AGENTS, INC

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE

SUBJECT: HOUSEWARES AMERICA, INC  
Ref. Number: W13000000010

12/31/12

We have received your document for HOUSEWARES AMERICA, INC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation cannot convert into another Florida profit corporation. Pursuant to s. 607.1115(1), F.S., "the term 'other business entity' means a limited liability company; a common law or business trust or association; a real estate investment trust; a general partnership, including a limited liability partnership; a limited partnership, including a limited liability limited partnership; or any other domestic or foreign entity that is organized under a governing law or other applicable law, provided such term shall not include a corporation and shall not include any entity that has not been organized for profit."

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

Letter Number: 213A00000005

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE

12/31/12

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE

12/31/12

RECEIVED  
DEPARTMENT OF STATE  
13 JAN -4 PM 1:37

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:** RICKY SOTO

**DATE:** 12/31/2012

**REF. #:** 001484.178692

**CORP. NAME:** HOUSEWARES AMERICA, INC. (a New Jersey corporation) converting to  
HOUSEWARES AMERICA, INC. (a Florida corporation)

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT             | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION     | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT             | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
- ☒ CERTIFICATE OF CONVERSION
- ☐ OTHER:

**STATE FEES PREPAID WITH CHECK#** 107816 **FOR \$** 105.00

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

## CERTIFICATE OF DOMESTICATION

The undersigned, Charles A. Moore III, attorney,  
(Name) (Title)


of HOUSEWARES AMERICA, INC. a foreign corporation,  
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was January 8, 2002.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was New Jersey.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was HOUSEWARES AMERICA, INC..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is HOUSEWARES AMERICA, INC..
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was New Jersey.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am attorney, of HOUSEWARES AMERICA, INC.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 31 day of December, 2012.

  
(Authorized Signature)

### Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 DEC 31 AM 9:43

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**ARTICLES OF INCORPORATION  
OF  
HOUSEWARES AMERICA, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I**

**Name**

The name of the corporation is HOUSEWARES AMERICA, INC. (the "Corporation").

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The Corporation's initial principal office and mailing address is 28050 U.S. 19 N., Suite 301, Clearwater, Florida 33761.

**ARTICLE III**

**Shares**

The Corporation shall have authority to issue 1,000 common shares with a par value of \$0.01 per share.

**ARTICLE IV**

**Initial Registered Agent and Office**

The street address of the Corporation's initial registered office is 625 Court Street, Suite 200, Clearwater, Florida 33756, and the name of the Corporation's initial registered agent at that address is Stephen O. Cole.

**ARTICLE V**

**Incorporator**

The name and address of the incorporator are:

**Name**

Stephen O. Cole

**Address**

625 Court Street, Suite 200  
Clearwater, Florida 33756

Dated this 21<sup>st</sup> day of December, 2012.

  
\_\_\_\_\_  
Stephen O. Cole, Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 21<sup>st</sup> day of December, 2012.

  
\_\_\_\_\_  
Stephen O. Cole, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA