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U.S. & INTERNATIONAL
PATENTS, TRADEMARKS, COPYRIGHTS,
RELATED LICENSING & LITIGATION

CHICAGO
CENTRAL PARK CENTER
800 WEST CENTRAL ROAD
MT. PROSPECT, ILLINOIS 60056
CHICAGO TEL. (312) 430-8515
RUBENBERG TEL. (708) 618-0843

PALM BEACH
ADMIRALTY TOWER I
SUITE 408, 4440 PGA BOULEVARD
PALM BEACH GARDENS, FLORIDA 33410
TELEPHONE (407) 888-8878
FAX (407) 888-8878

PLEASE REPLY TO:

Palm Beach

April 4, 1995

State of Florida
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

FILED IN 45506-483
04/07/95-111043-000
****122.50 ****122.50

RE: HOUSEHOLD PRODUCTS INTERNATIONAL, INC.
Our Ref. No.: 1232.18

Dear Sir:

Enclosed please find ARTICLES OF INCORPORATION for the above captioned corporation to be filed pursuant to law. Also attached, please find a Designation of Registered Agent along with Check No. 1187 in the amount of \$122.50 to cover the filing fee. Please return a copy of the Articles to this office following filing.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,

McHale & Slavin, P.A.

Michael A. Slavin

MAS:n2
Enclosure

4/12/95
TB

ARTICLES OF INCORPORATION OF,
HOUSEHOLD PRODUCTS INTERNATIONAL, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is HOUSEHOLD PRODUCTS INTERNATIONAL, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation is formed for all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number shares which the corporation has authority to issue is 10,000, all of which shall be common shares with a par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address of the principal place of business of the corporation is 22783 So. State Road 7, Ste. 104, Boca Raton, FL 33428-5427, and the name of the initial registered agent is Michael A. Slavin, Esq., of MCHALE & SLAVIN, P.A., agent of HOUSEHOLD PRODUCTS INTERNATIONAL, INC., located at 4440 PGA Blvd., Ste 402, Palm Beach Gardens, FL 33410.

ARTICLE VI. DIRECTORS

This corporation shall have no directors. The business of the corporation shall be managed by the shareholders.

ARTICLE VII. INCORPORATORS

The name and address of the incorporator is:

Michael A. Slavin
McHALE & SLAVIN, P.A.
4440 PGA Blvd., Ste 402
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, the undersigned has subscribed his name
this 22nd day of April, 1995.


Michael A. Slavin

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22nd
day of April, 1995, by Michael A. Slavin, who is personally known
to me or who has produced Personally Known as
identification and who did take an oath.


Notary Public, State of Florida

My Commission expires:



PATRICIA C. DE RAMUS
My Comm Exp. 6/24/98
Bonded By Service Inc
No. CC377527

() Personally Known () Other L.B.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES
OF OFFICERS AND DIRECTORS

The following is submitted in compliance with 548.091,
Florida Statutes:

HOUSEHOLD PRODUCTS INTERNATIONAL, INC. a corporation
organizing under the laws of the State of Florida, with its
principal office at 22783 S. State Road 7, Suite 104, Boca Raton,
FL 33428-5427, and has named Michael A. Slavin, Esq., McHALE &
SLAVIN, P.A., agent of HOUSEHOLD PRODUCTS INTERNATIONAL, INC.,
located at 4440 PGA Blvd., Ste 402, Palm Beach Gardens, FL 33410,
as its agent to accept service of process within this state.

OFFICERS:

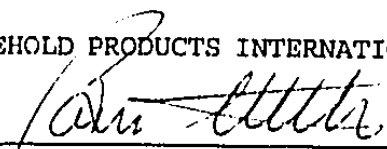
NAME	TITLE	SPECIFIC ADDRESS
BARRIE STEFEL	President	22783 S. State Road 7 Suite 104 Boca Raton, FL 33428-5427

DIRECTORS:

NONE

HOUSEHOLD PRODUCTS INTERNATIONAL, INC

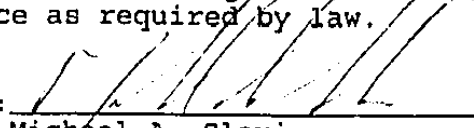
By:


Barrie Stefel, President

ACCEPTANCE

I agree as Registered Agent to accept service of process; to
keep the registered office open during prescribed hours; to post my
name (and any other officers of said corporation authorized to
accept service of process at the above Florida designated address)
in some conspicuous place in the office as required by law.

By:


Michael A. Slavin
McHALE & SLAVIN, P.A.
Registered Agent