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TO: DIVISION OF CORPORATIONS

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.

DEPARTMENT OF STATE

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STATE OF FLORIDA

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((H96000005637))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TABLELAMPS USA, INC.

FAX AUDIT NUMBER: H96000005637

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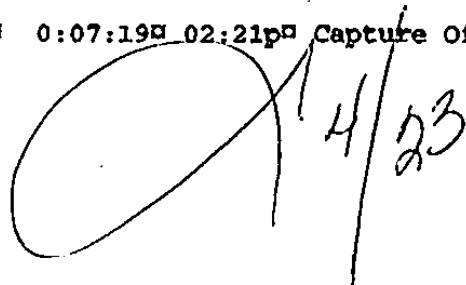
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ARTICLES OF INCORPORATION
OF
TABLELAMPS USA, INC.

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SECRETARY OF STATE
FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: TABLELAMPS USA, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 833 N.E. 2nd Avenue, Fort Lauderdale, Florida 33304.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

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JAMES M. SCHNEIDER, ESQ., FL BAR # 214338
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE NO.: (954) 763-1200

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ARTICLE IV
CAPITAL STOCK

(A) Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have the authority to issue is Twelve Million (12,000,000) shares, consisting of the following:

- (1) Ten Million (10,000,000) shares of Common Stock, \$.001 par value per share; and
- (2) Two Million (2,000,000) shares of Preferred Stock, \$.01 par value per share.

Except as otherwise provided by law, the shares of stock of the Corporation, regardless of class, may be issued by the Corporation from time to time in such amounts, for such consideration and for such corporate purposes as the Board of Directors may from time to time determine.

(B) Authority of Board of Directors. The Board of Directors is authorized to fix the terms of, to the full extent now or hereafter permitted by these Articles of Incorporation and the laws of the State of Florida, subject to limitations prescribed by law and the provisions of this Article III, and to provide for the issuance of the shares of Preferred Stock in classes or series, (collectively "Series") and to establish from time to time the number of shares to be included in each series, and to fix the designation, powers, preference and relative, participating, optional or other special rights of the shares of each series and the qualifications, limitations or restrictions thereof. The

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authority of the Board with respect to each series of common or preferred stock shall include, but not be limited to, determination of the following:

(i) The number of shares constituting the series and the distinct designation of a series, but not in excess of the total number of shares authorized by these Articles of Incorporation. Each series of stock shall be distinctly designated. Except in respect of the particulars fixed for series by the Board of Directors as permitted hereby, all shares of Preferred Stock, shall be of equal rank and shall be identical. All shares of any one series of Preferred Stock, may be alike in every particular, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative, if applicable;

(ii) The dividend rate, if any, on the shares of the series, whether dividends shall be cumulative and, if so, from which date or dates, and the relative rights or priority, if any, of payments of dividends on shares of the series;

(iii) Whether the series shall have voting rights and, if so, the terms of the voting rights. The voting powers, if any, of each such series and the preferences and relative, participating, optional and other special rights of each such series and the qualifications, limitations and restrictions thereof, if any may differ from those of any and all other series at any time outstanding;

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(iv) Whether the series shall have conversion privileges and, if so, the terms and conditions of the conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors may determine.;

(v) Whether or not the shares of the series shall be redeemable, and if so, the terms and conditions of redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether the series shall have a sinking fund for the redemption or purchase of shares of the series and, if so, the terms and amounts of the sinking fund;

(vii) The rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of the series; and

(viii) Any other relative terms, rights, preferences and limitations, if any, of the series as the Board of Directors may lawfully fix under the laws of the State of Florida as in effect at any time of the creation of such series.

(C) Voting Rights of Common Stock. Subject to the provision of any applicable law, these Articles of Incorporation, or of the Bylaws with respect to the closing of the transfer books or the fixing of a record date for the determination of shareholders entitled to vote, and except as otherwise provided by law or herein or by the resolution or

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resolutions providing for the issue of any series of preferred stock, the holders of outstanding shares of Common Stock shall exclusively possess the voting power for the election of directors and for all other purposes.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

James M. Schneider
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, FL 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director Initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the initial Director of this Corporation are:

Haidee I. Smith
833 N.E. 2nd Avenue
Fort Lauderdale, Florida 33304

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until her successor is elected or appointed and has qualified, whichever occurs first.

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ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is James M. Schneider, c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.


ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 22 day of April, 1996.


James M. Schneider, Incorporator

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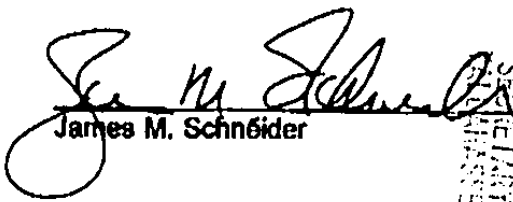
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CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

TABLELAMPS USA, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 833 N.E. 2nd Avenue, Fort Lauderdale, Florida 33304 has named James M. Schneider whose address is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


James M. Schneider

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