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RICHARD W. SCHWARTZ, C.P.A.
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WEST PALM BEACH, FLORIDA 33409
(407) 478-6388

May 14, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: COOKWARE COLLECTION, INC.

400002191684--2
-05/27/97--01090--005
*****70.00 *****70.00

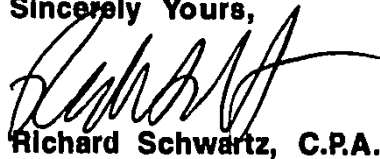
Dear Sir:

Enclosed herewith please find the Articles of Incorporation for the above referenced Corporation.

I am also enclosing a check in the amount of \$ 70.00 which represents the filing fee of \$35 and the Registered Agent designation fee of \$35.

Thank You.

Sincerely Yours,


Richard Schwartz, C.P.A.

FILED
97 MAY 27 PM 3:28
TALLAHASSEE, FLORIDA
DEPT. OF STATE

EFFECTIVE DATE
5-20-97

RWS/ab

MAY 29 11:55B

ARTICLES OF INCORPORATION

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

ARTICLE ONE

The name of the corporation is **COOKWARE COLLECTION, INC.**

ARTICLE TWO

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is May 20, 1997.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of retail & wholesale sales.
2. To transact any other lawful business for which a corporation may be formed and allowed to do under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$.10 per share.

ARTICLE FIVE

The street address of the initial registered office and the principal office of the corporation is 7001 Washington Road, West Palm Beach, Fl 33405 and the name of its initial registered agent at such address is Biray Altan. Her signature as an incorporator accepts the designation as registered agent. The address of the incorporator is 7001 Washington Road, West Palm Beach, Florida 33405.

RECEIVED
TALLAHASSEE
FLORIDA
MAY 27 11:32 AM '97
EFFECTIVE DATE
5-20-97

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors are:

Biray Yersu Altan
7001 Washington Road
West Palm Beach, Fl 33405

ARTICLE SEVEN

The name and address of each incorporator is :

Biray Yersu Altan
7001 Washington Road
West Palm Beach, Fl 33405

ARTICLE EIGHT

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property or leases thereof: or

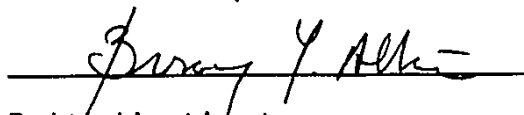
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE NINE

The affirmative vote of all of the shares of the corporation represented at a meeting at which a quorum is present shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the corporation with or into any other corporation, or sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate or wind up its affairs.

ARTICLE TEN

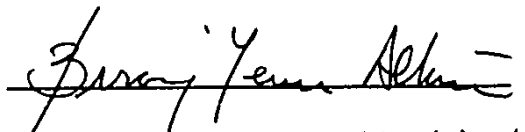
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Registered Agent Acceptance

ARTICLE ELEVEN

The effective date of the corporate existence shall be on May 20, 1997.

Executed by the undersigned at Palm Beach County, Florida on May 23, 1997


Biray Yersu Altan, Incorporator & Registered Agent

State of Florida

County of Palm Beach

The foregoing instrument was acknowledged before me this 23rd day of May 1997.

My commissions expires:


Notary Public

