

*Roscanno N. Lynch*

Attorney at Law  
Two South University Drive  
Suite 200  
Plantation, Florida 33324  
(305) 370-6405  
Fax (305) 370-6830

P97000050763

97 JUN - 6 PM 3: 02  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Department of State  
Division of Corporation  
P.O.Box 6327  
Tallahassee, FL 32314

June 4, 1997

Dear Sir/Madam,

Enclosed you will find a cheque #2081 for the amount of \$122.50 and the Articles of Incorporation of Kepco, Inc. Please have these documents filed and copies returned to our office located in Plantation, Florida.

Thank you in advance for your time and cooperation.

Sincerely,

*Mary Flores*  
Mary Flores  
Legal Secretary

800002204078--8  
-06/06/97--01059--018  
\*\*\*122.50 \*\*\*122.50

*SL*  
*6/9*

**ARTICLES OF INCORPORATION**

**OF**

**KEPCO, INC.**

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

**ARTICLE I.  
CORPORATE NAME**

The name of this corporation is:

**KEPCO, INC.**

**ARTICLE II.  
PRINCIPAL OFFICE**

The principal place of business of mailing address of this corporation is 1370 N.W. 88th Avenue, Miami, Florida 33172.

**ARTICLE III.  
CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of no par value, common stock which shall be designated as "Common Shares".

**ARTICLE IV.  
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business, including the wholesale and distribution of houseware.

**ARTICLE V.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2 S. University Dr., Suite 200, Plantation, Florida 33324 and the name of the initial registered agent of this corporation at that address is Roseanne N. Lynch.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN -6 PM 3:02

**ARTICLE VI.  
INITIAL BOARD OF DIRECTORS**

The corporation shall initially have two (2) directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The names and addresses of the initial Directors are:

Angel Portuondo  
1370 N.W. 88th Avenue  
Miami, Fl 33172

President/Treasurer

Sheila Portuondo  
1370 N.W. 88th Avenue  
Miami, Fl 33172

Vice-President/Secretary

**ARTICLE VII  
INCORPORATOR**

The name and address of the Incorporator signing these Articles is:

Roseanne N. Lynch  
2 South University Drive Suite 200  
Plantation, Florida 33324

**ARTICLE VIII  
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

**ARTICLE IX  
INDEMNIFICATION**

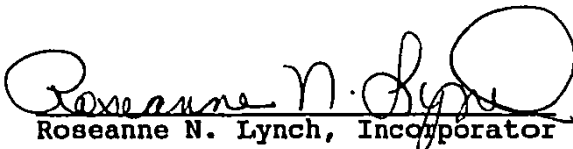
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE X  
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: June 4, 1997

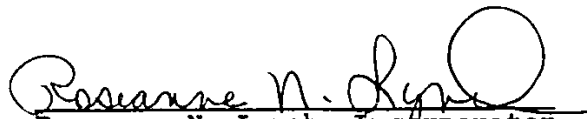
  
Roseanne N. Lynch, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

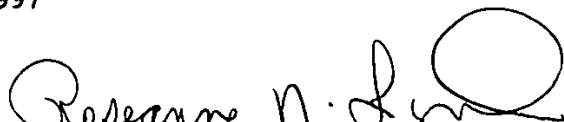
That KEPCO, INC. desiring to organize or qualify under the laws of the State of Florida, has named Roseanne N. Lynch, whose address is 2 S. University Dr., Suite 200, Planttaion, Florida 33324, as its agent to accept service of process within Florida.

Dated: June 4, 1997

  
Roseanne N. Lynch, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accepts the obligations of my position as registered agent.

Dated: June 4, 1997

  
Roseanne N. Lynch

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
97 JUN -6 PM 3:02