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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MORELL DISTRIBUTORS, INC.

AUDIT NUMBER.....H98000004945

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION FOR
MORELL DISTRIBUTORS, INC.**

The undersigned incorporator(s), for the purpose of forming a Florida Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: Morell Distributors, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Morell Distributors, Inc.
760 N.W. 107th Avenue, Suite 209
Miami, Florida 33172

ARTICLE III: PURPOSE

The purpose of this corporation shall be: distribution of houseware and lighting products

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**1,000 SHARES OF COMMON STOCK WITH A PAR VALUE
OF \$1.00 EACH**

THIS INSTRUMENT PREPARED BY:
JOSE L. BALOYRA, ESQ.
1101 BRICKELL AVENUE
SOUTH TOWER, SUITE 702
MIAMI, FLORIDA 33131
Florida Bar # 84603
(305) 358 4800

ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

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The name and address of the initial registered agent is:

Jose L. Baloyra, Esq.
Garcia & Baloyra
1101 Brickell Avenue,
South Tower, Suite 702
Miami, Florida 33131

ARTICLE VI. BOARD OF DIRECTORS

The name and address of the initial board of directors shall be:

Fernando Javier Suarez
760 N.W. 107th Avenue, Suite 209
Miami, Florida 33172

ARTICLE VII. OFFICERS

The name, title and address of the officers of this corporation shall be:

PRESIDENT

Fernando Javier Suarez
760 N.W. 107th Ave., Suite 209
Miami, Florida 33172

VICE PRESIDENT

Fernando Javier Suarez
760 N.W. 107th Ave., Suite 209
Miami, Florida 33172

SECRETARY

Fernando Javier Suarez
760 N.W. 107th Ave., Suite 209
Miami, Florida 33172

TREASURER

Fernando Javier Suarez
760 N.W. 107th Ave., Suite 209
Miami, Florida 33172

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator to these Article of Incorporation shall be:

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Fernando Javier Suarez
760 N.W. 107th Ave., Suite 209
Miami, Florida 33172

The undersigned has/have executed these Articles of Incorporation this 5th day of March,
1998.


Fernando Javier Suarez as INCORPORATOR

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THE ARTICLES OF INCORPORATION, 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 OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.


Jose L. Baloyra as REGISTERED AGENT

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