



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

TORCH PRODUCTS CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **TORCH PRODUCTS CORP.**

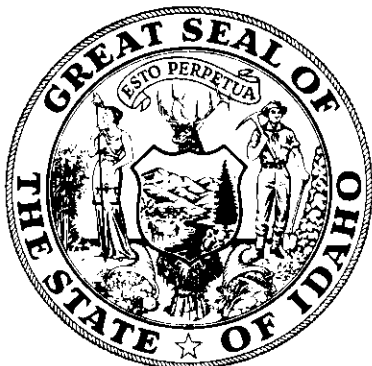
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **TORCH PRODUCTS CORP.**

to transact business in this State under the name **TORCH PRODUCTS CORP.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **December 1**, 19 **81**



Pete T. Cenarrusa

SECRETARY OF STATE

Penny Yursa

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Torch Products Corp.
2. *The name which it shall use in Idaho is Torch Products Corp.
3. It is incorporated under the laws of Indiana
4. The date of its incorporation is October 21, 1974 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is United States Corporation Company, 1101 Chamber of Commerce Building, Indianapolis, Indiana 46204
6. The address of its proposed registered office in Idaho is c/o Unites States Corporation Company, First Interstate Bank Building, 700 W. Idaho, Boise, Idaho 83701 and the name of its proposed registered agent in Idaho at that address is United States Corporation Company

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: to buy, purchase, sell or vend, by mail, telephone solicitation or otherwise merchandise, commodities and consumer goods including light bulbs, ironing board covers, toothbrushes, combs, hairbrushes, toiletries and cosmetics for the home, industry, office or otherwise, at wholesale or retail as distributor, retailer, wholesaler, jobber, agent, factor, franchisee, licensee, or licensor or any other way to deal in services sales, repairs, distribution and in any other way or all phases of the business related to said products.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attached List		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
2,000	A Common	\$.01
30,000	B Common	\$.01

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
325	A Common	\$.01
632	B Common	\$.01

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated November 20, 19 81.

Torch Products Corp.
By Joseph J. Maira
Joseph J. Maira
Its _____ President
and Carol Guenther
Carol Guenther
Its _____ Secretary

STATE OF Connecticut
COUNTY OF Meriden) Bpt

I, Michael J. Gade, a notary public, do hereby certify that on this 20th day of November, 19 81, personally appeared before me Joseph J. Maira, who being by me first duly sworn, declared that he is the President of Torch Products Corp.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Michael J. Gade
Notary Public
My Commission Expires March 31, 1985.

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>	<u>DATE OF TAKING OFFICE</u>
Joseph J. Maira	President Director	306 Hayward St. Orange, NJ 07050	1974
Michael J. Gabriel	Executive Vice President	" " "	1974
John J. Callery	Vice President Assistant Treasurer Assistant Secretary	" " "	1974
Charles D. Erck	Treasurer	" " "	1974
Carol Guenther	Secretary Director	" " "	1976
Danny Lusk	Director	" " "	1975
Rose Canuso	Director	" " "	1974
Mary Kelly	Director	" " "	1975
John Hyldberg	Director	" " "	1980
Maude Hunter	Director	" " "	1980



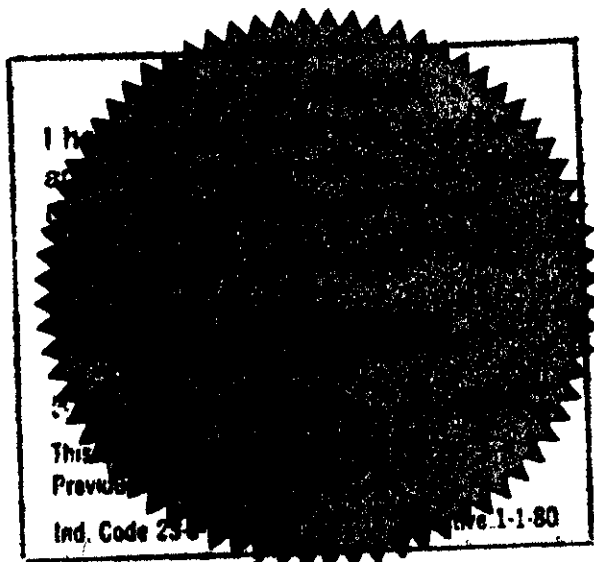
STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

TORCH PRODUCTS CORP.

I, LARRY A. CONRAD, *Secretary of State of the State of Indiana*, hereby certify that Articles of Incorporation of the above Corporation, in the form prescribed by my office, prepared and signed in duplicate by the incorporator(s), and acknowledged and verified by the same before a Notary Public, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that the remaining copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the incorporator(s) or his (their) representatives; all as prescribed by the provisions of the Indiana General Corporation Act, as amended.

Wherefore, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.



In Witness Whereof, I have hereunto set my hand and affixed
the seal of the State of Indiana, at the City of Indianapolis,
this **21st** day of
October **74**
....., 19.....

LARRY A. CONRAD, *Secretary of State*

By.....
Deputy

APPROVED

AND
FILED
OCT 21 1974



SECRETARY OF
STATE OF INDIANA

Corporate Form No. 101 (Jan. 1971)—Page One

ARTICLES OF INCORPORATION

Larry A. Conrad, Secretary of State of Indiana

Use White Paper—Size 8½ x 11—For Inserts

Filing Requirements—Present 2 Executed Copies
to Secretary of State, Room 155, State House
Indianapolis 46204

Recording Requirements—Recording of Articles of
Incorporation is no longer required by the Indiana
General Corporation Act.

ARTICLES OF INCORPORATION
OF

TORCH PRODUCTS CORP.

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana General Corporation Act, as amended (hereinafter referred to as the "Act,") execute the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is.....TORCH Products Corp.

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

- (1) To buy, purchase, sell or vend, by mail, telephone solicitation or otherwise, merchandise, commodities and consumer goods, including light bulbs, ironing board covers, toothbrushes, combs, hairbrushes, toiletries and cosmetics, for the home, industry, office or otherwise, at wholesale or retail, as distributor, retailer, wholesaler, jobber, agent,

factor, franchisee, licensee, or licensor, or in any other way to deal in services sales, repairs, distribution and any other or all phases of the business related to said products.

- (2) To carry on and conduct a general agency business.
- (3) To conduct business at one or more locations in one or more states of the United States, and without the United States.
- (4) In furtherance of the foregoing, to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware, including, but not limited to, participation in joint ventures and partnerships.
- (5) To provide gainful employment for the handicapped, pursuant to regulations which shall be set forth in its By-Laws, or as determined by its Board of Directors, in furtherance of which the corporation shall be owned solely by its handicapped sales employees, pursuant to regulations which shall be set forth in its By-Laws, or as determined by its Board of Directors.

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual

ARTICLE IV

Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is United States Corporation Company, Chamber of Commerce Bldg.

<u>Indianapolis</u>	<u>Indiana</u>	<u>46204</u>
<small>(City)</small>	<small>(State)</small>	<small>(Zip Code)</small>

Section 2. Principal Office. The post office address of the principal office of the Corporation is.....

<u>Chamber of Commerce Building, Indianapolis</u>	<u>Indiana</u>	<u>46204</u>
<small>(Number and Street or Building)</small>	<small>(City)</small>	<small>(State)</small>
		<small>(Zip Code)</small>

ARTICLE V

Shares

Section 1. Number.

A. The total number of shares which the Corporation has authority to issue is 6,050, in four classes as follows: 50 shares of common stock, 2,000 shares each of classes A, B and C preferred stock.

B. The number of shares which the corporation designates as having par value is 6,050 with a par value of \$.01

C. The number of shares which the corporation designates as without par value is none

Section 2. Terms.

- (i) **Voting Rights:** Each share of common stock and Class A preferred stock shall have one vote at any meeting of shareholders and shall vote as a single class upon any matter not required by law to be voted on by each class separately. Class B and C preferred stock shall have no voting rights except as otherwise provided by law.

- (ii) Preferences: Class A and B preferred shares shall entitle the holders thereof to receive out of the funds of the Corporation lawfully available for payment of dividends, a non-cumulative dividend equal to their pro-rata share of ten percent (10%) of the net after-tax income of the Corporation in the year with respect to which any dividend is declared, before any dividend is set apart or paid on the class C preferred and common shares for such year. Class C preferred shares shall entitle the holders thereof to receive out of the funds of the Corporation lawfully available for payment of dividends, a non-cumulative dividend equal to the lesser of their pro-rata share of one percent (1%) of the net after-tax income of the Corporation in the year with respect to which any dividend is declared and twenty-five cents (\$.25) per share before any dividend is set apart or paid on the common stock for such year. All remaining dividends shall be shared equally among the Class A and B preferred and common stockholders, on a share-for-share basis.
- (iii) Restrictions on Issuance: Class A and B preferred stock shall be issued only to qualified handicapped sales employees of the Corporation, as such terms shall be defined in the By-Laws or determined by the Board of Directors as provided in the By-Laws. Class C preferred stock shall be issued only upon the conversion of class A or B preferred stock.
- (iv) Redemption: All classes of preferred stock shall be redeemable subject to the provisions hereof and to the laws of the state of Indiana. Shares of class A preferred stock shall be redeemable for their pro-rata share of the book value of the Corporation (calculated by dividing the book value of the Corporation, determined on an unaudited basis as of the last day of the Corporation's last fiscal year before redemption by the total number of shares of common and class A preferred stock issued and outstanding on the date of redemption, or \$5.00 each whichever is greater. Shares of class B stock shall be redeemable for \$5.00 each. Shares of class A

and B preferred stock shall be redeemable at the option either of the Corporation or of the shareholder whenever such shareholder ceases for any reason to be a qualified handicapped sales employee of the Corporation as such terms shall be defined in the By-Laws, or determined by the Board of Directors as provided in the By-Laws, provided that the Corporation may lawfully redeem such shares at the time of such cessation. Shares of class C preferred stock shall be redeemable for \$5.00 at any time at the option of the Corporation and shall be redeemed in the order of their issuance, whenever the Corporation may lawfully redeem such shares after redeeming all shares of class A and B preferred stock currently redeemable.

- (v) Conversion: Shares of class A and B preferred stock shall be convertible at the option of the Corporation into an equal number of shares of class C preferred stock whenever the holder thereof ceases for any reason to be a qualified handicapped sales employee of the Corporation as such terms shall be defined in the By-Laws or determined by the Board of Directors as provided in the By-Laws, if at the time of such cessation such shares of class A and B preferred stock shall not be lawfully redeemable.
- (vi) Liquidation: On any dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, the net assets remaining after payment, or making provision for payment of all debts and liabilities of the corporation shall be distributed as follows: each share of all classes of stock shall entitle the holder thereof initially to receive the lesser of its pro-rata share of such assets or five dollars, after which the holders of common and class A preferred shares shall receive the remainder, if any, of such assets on a share-for-share basis.

(vii) Series: Any class of preferred stock may be issued in such series as the Board of Directors may provide by appropriate resolution.

ARTICLE VI

Requirements Prior To Doing Business

The Corporation will not commence business until consideration of the value of at least \$1,000.00 (one thousand dollars) has been received for the issuance of shares.

ARTICLE VII

Director(s)

Section 1. Number of Directors. The initial Board of Directors is composed of three member(s). The number of directors may be from time to time fixed by the By-Laws of the Corporation at any number. In the absence of a By-Law fixing the number of directors, the number shall be three.

Section 2. Names and Post Office Addresses of the Director(s). The name(s) and post office address(es) of the initial Board of Director(s) of the Corporation is (are):

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Joseph Maira	119 Wadsworth Avenue,	Staten Island,	New York	10305
Maynard Berg	Mayflower Hotel 65 Tonnelle Avenue,	Apt. 18,	Jersey City,	New Jersey 07306
Keith Ruff	439 Grand Avenue,	Apt. C2,	Leonina,	New Jersey 07306

Section 3. Qualifications of Directors. (If Any)

None

ARTICLE VIII **Incorporator(s)**

The name(s) and post office address(es) of the incorporator(s) of the Corporation is (are):

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Joseph Maira	119 Wadsworth Avenue	Staten Island, New York		10305

ARTICLE IX **Provisions for Regulation of Business** **and Conduct of Affairs of Corporation**

1. Meetings of the shareholders of the Corporation shall be held at such place, within or without the State of Indiana as may be appointed by resolution of the Board of Directors and specified in the notice of such meeting.

Prescribed by Larry A. Conrad, Secretary of State
(Jan. 1971).

IN WITNESS WHEREOF, the undersigned, being the incorporator(s) designated in Article VIII, execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 11th day of October, 1974.

(Written Signature)

(Printed Signature)

(Written Signature)

JOSEPH MAIRA

(Printed Signature)

(Written Signature)

(Printed Signature)

NEW YORK
STATE OF ~~INDIANA~~ } ss:
COUNTY OF NEW YORK

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of New York, certify that Joseph Maira, being the incorporator referred to in Article VIII of the foregoing Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 11th day of October, 1974

(Written Signature)

J. Robert Thompson

(Printed Signature)

J. ROBERT THOMPSON
Notary Public, State of New York
No. 24-4506879
Qualified in Kings County
Notary Public, New York County,
Commission Expires March 30, 1975

My Commission Expires:

March 31, 1975

This instrument was prepared by Lans, Feinberg & Cohen, Attorneys at Law,
(Name)
555 Madison Avenue, New York City, New York 10022
(Number and Street or Building) (City) (State) (Zip Code)

STATE OF INDIANA

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION

OF

TORCH PRODUCTS CORP.

7410-355 04

I, LARRY A. CONRAD, Secretary of the State of Indiana, hereby certify that Amended Articles of Incorporation for the above Corporation, have been filed, in the form prescribed by my office, prepared and signed in duplicate in accordance with "An Act concerning domestic and foreign corporations for profit, providing penalties for the violation hereof, and repealing all laws or parts of laws in conflict herewith," approved March 16, 1929, and Acts supplemental thereto.

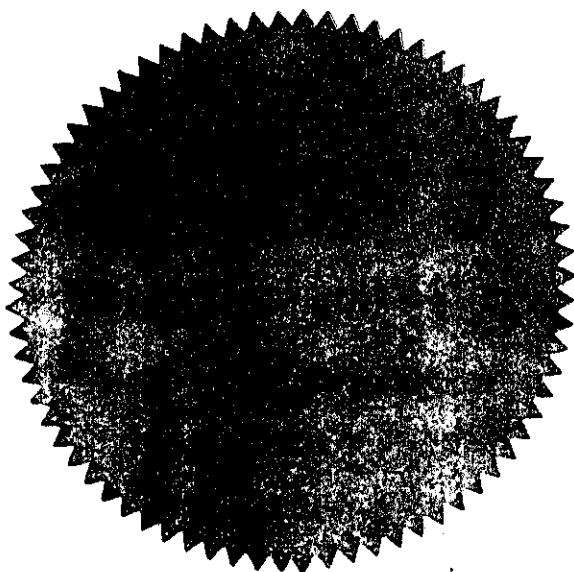
Now, therefore, upon due examination, I find that the Amended Articles of Incorporation conform to law, and have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the Corporation.

In Witness Whereof, I have hereunto set my hand and
affixed the seal of the State of Indiana, at the City of
Indianapolis, this 7th day of March,
19 78.

LARRY A. CONRAD, Secretary of State

By

Deputy



APPROVED
AND
FILED

MAR 7 1978


SECRETARY OF
STATE OF INDIANA

Corporate Form No. 103 (Sept. 1969)—Page One
AMENDED ARTICLES (Completely superseding
existing Articles)

Prescribed by William N. Salin, Secretary of State
of Indiana

Use White Paper—Size 8½ x 11 for Inserts

Filing Requirements—Present 2 Executed Copies
to Secretary of State, Room 155, State House
Indianapolis 46204

Recording Requirements—Not required. However, if
the name of the Corporation is changed by these
Articles, a certified Certificate of Amended Articles
must be filed with the County Recorder of every
County where the Corporation owns real property
in Indiana.

AMENDED ARTICLES OF INCORPORATION OF

TORCH PRODUCTS CORP.

The undersigned officers of.....Torch Products Corp.
(hereinafter referred to as the "Corporation") existing pursuant to the provisions of The Indiana General Corpora-
tion Act, as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating
certain Amendments of its Articles of Incorporation by the adoption of new Amended Articles of Incorporation to
supersede and take the place of its heretofore existing Articles of Incorporation, certify the following facts:

ARTICLE I Text of the Amended Articles

The exact text of the entire Articles of Incorporation of the Corporation, as amended (hereinafter referred
to as the "Amended Articles"), now is as follows:

ARTICLE I

Name

The name of the Corporation is TORCH PRODUCTS CORP.

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

- (1) To buy, purchase, sell or vend, by mail, telephone solicitation or otherwise, merchandise, commodities and consumer goods, including light bulbs, ironing board covers, toothbrushes, combs, hairbrushes, toiletries and cosmetics, for the home, industry, office or otherwise, at wholesale or retail, as distributor, retailer, wholesaler, jobber, agent, factor, franchisee, licensee, or licensor, or in any other way to deal in services, sales, repairs, distribution and any other or all phases of the business related to said products.
- (2) To carry on and conduct a general agency business.
- (3) To conduct business at one or more locations in one or more states of the United States, and without the United States.
- (4) In furtherance of the foregoing, to engage in any lawful activity for which corporations may be organized under The Indiana General Corporation Act, as amended, including, but not limited to, participation in joint ventures and partnerships.
- (5) To provide gainful employment for the handicapped, pursuant to regulations which shall be set forth in its By-Laws, or as determined by its Board of Directors, in furtherance of which the corporation shall be owned solely by its handicapped sales employees, pursuant to regulations which shall be set forth in its By-Laws, or as determined by its Board of Directors.

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is United States Corporation Company, Chamber of Commerce Building, Indianapolis, Indiana 46204.

Section 2. Principal Office. The post office address of the principal office of the Corporation is Chamber of Commerce Building, Indianapolis, Indiana 46204.

ARTICLE V

Shares

Section 1. Number.

- A. The total number of shares which the Corporation has authority to issue is 20,050, in five classes as follows: 50 shares of common stock, 2,000 shares each of classes A and B preferred stock, 10,000 shares of class C preferred stock and 6,000 shares of class D preferred stock.
- B. The number of shares which the Corporation designates as having par value is 20,050 with a par value of \$.01 each.
- C. The number of shares which the Corporation designates as without par value is none.

Section 2. Terms.

- (i) Voting Rights: Each share of class A preferred stock shall have one vote at any meeting of shareholders. Class B, C and D preferred stock and common stock shall have no voting rights except as otherwise provided by law.
- (ii) Preferences: Class A, B and D preferred shares shall entitle the holders thereof to receive out of the funds of the Corporation lawfully available for payment of dividends, a non-cumulative dividend equal to their pro rata share of ten percent (10%) of the net after-tax income of the Corporation in the year with respect to which any dividend is declared, before any dividend is set apart or paid on the class C preferred and common shares for such year. Class C preferred shares shall entitle the holders thereof to receive out of the funds of the Corporation lawfully available for payment of dividends, a non-cumulative dividend equal to the lesser of their pro rata share of one percent (1%) of the net after-tax income of the Corporation in the year with respect to which any dividend is declared and twenty-five cents (\$.25) per share before any dividend is set apart or paid on the common stock for such year. All remaining dividends shall be shared equally among the class A, B and D preferred and common stockholders, on a share-for-share basis and not as a class.

- (iii) Restrictions on Issuance: Class A, B and D preferred stock shall be issued only to qualified handicapped sales employees of the Corporation, as such terms shall be defined in the By-Laws. Class C preferred stock shall be issued only upon the conversion of class A, B or D preferred stock.
- (iv) Redemption: All classes of preferred stock shall be redeemable subject to the provisions hereof and to the laws of the state of Indiana. Shares of class A preferred stock issuable to persons employed by the Corporation prior to the effective date of these Amended Articles of Incorporation shall be redeemable for their pro rata share of the book value of the Corporation, calculated by dividing the book value of the Corporation, determined on an unaudited basis as of the last day of the Corporation's last fiscal year before they become redeemable by the total number of shares of class A and D preferred stock issued and outstanding on the last day of the Corporation's last fiscal year before they become redeemable, or \$5.00 each, whichever is greater. Shares of class A preferred stock issued to persons employed by the Corporation after the effective date of these Amended Articles of Incorporation and shares of class D preferred stock shall each be redeemable at the greater of \$5.00 per share or the difference between the book value of such shares of class A or D preferred stock at the time they become redeemable and the book value of such shares at the time they become issuable. The book value of such shares at the time they become issuable or redeemable, as the case may be, shall be calculated by dividing the book value of the Corporation, determined on an unaudited basis as of the last day of the Corporation's last fiscal year before they become issuable or redeemable by the total number of shares of class A and D preferred stock issued and outstanding on the last day of the Corporation's last fiscal year before such shares become issuable or redeemable. Shares of class B stock and shares of common stock shall be redeemable for \$5.00 each. In computing the book value of all shares of class A preferred stock and shares of class D preferred stock, both at the time they become issuable and redeemable, negative book value shall be treated as zero and intangible assets, such as good will, shall be excluded, as shall all reserves which may be established from time to time by the Board of Directors of the Corporation to cover

(a) federal and state taxes accrued,

- (b) dividends, bonuses and profit sharing payments which have been approved but not distributed,
- (c) contingent liabilities which the Board of Directors determines may become payable by the Corporation,
- (d) sums required for the redemption of all-outstanding class B preferred stock and class C preferred stock,
- (e) payments due within one year on the Corporation's mortgage obligations and purchase money obligations, whether or not such obligations are listed as debts of the Corporation, and
- (f) other reasonable reserves authorized by the Board of Directors.

Anything herein to the contrary notwithstanding, the book value of shares of class A preferred stock presently outstanding or which are issued to persons presently employed by the Corporation, shall never be less than the book value, if any, at the end of the fiscal year ended September 30, 1977. For purposes of these Articles of Incorporation, shares shall be deemed to be issuable or redeemable at such times as set forth in the Corporation's By-Laws. Shares of class A, B and D preferred stock shall be redeemable at the option either of the Corporation or of the shareholder whenever such shareholder ceases for any reason to be a qualified handicapped sales employee of the Corporation as such term shall be defined in the By-Laws, except if such a handicapped sales employee becomes a sales executive or manager. In the event that any shares of a shareholder are redeemed, then all such shareholder's shares shall be redeemed. Shares of class C preferred stock shall be redeemable at any time at the price of the class A, B and D shares exchanged therefor would have been redeemable at the option of the Corporation and shall be redeemed in the order of their issuance, whenever the Corporation may lawfully redeem such shares after redeeming all shares of class A, B and D preferred stock currently redeemable. The redemption price for class A preferred stock issued to persons employed after the effective date of these Amended Articles of Incorporation and for class D preferred stock shall be payable, without interest, over a period not in excess of one year, as determined by the By-Laws.

- (v) Conversion: Shares of Class A, B and D preferred stock shall be convertible at the option of the Corporation into an equal number of shares of class C Preferred stock whenever the holder thereof ceases for any reason to be a qualified handicapped sales employee of the Corporation as such term shall be defined in the By-Laws, except if a handicapped sales employee becomes a sales office manager or district sales manager, but only if at the time of such cessation such shares of Class A, B and D preferred stock shall not be lawfully redeemable.
- (vi) Liquidation: On any dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, the net assets remaining after payment, or making provision for payment of all debts and liabilities of the Corporation shall be distributed as follows: each share of all classes of stock shall be redeemed at its redemption price to the extent that the Corporation has sufficient assets for such purpose, and pro rata based upon such redemption prices to the extent that the Corporation's assets are not sufficient. Any excess assets shall be distributed on a share-for-share basis to the holders of Class A and D Preferred Stock.
- (vii) Series: Any class of preferred stock may be issued in such series as the Board of Directors may provide by appropriate resolution.

ARTICLE VI

STATED CAPITAL

The stated capital of the corporation is \$2,740.

ARTICLE VII

Director(s)

Section 1. Number of Directors. The current Board of Directors is composed of eight members. The number of directors may be from time to time fixed by the By-Laws of the Corporation or by resolution of the Board of Directors if the By-Laws so authorize at any number. In the absence of a By-Law fixing the number of directors, the number shall be three.

Section 2. Names and Post Office Addresses of the Directors.
The names and post office addresses of the current Board of Directors of the Corporation are:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Joseph Maria	119 Wadsworth Avenue	New York	N.Y.	10305
Keith Ruff	Ramapo College	Mattwah	N.J.	07430
John J. Callery	487 Essex Avenue	Bloomfield	N.J.	07003
Danny Lusk	7 Oakland Square, 3rd Fl.	Pittsburgh	Penna.	15213
Betty Lou Nolder	134 North Winebiddle St.	Pittsburgh	Penna.	15224
Rose Canuso	18 9th Avenue	Haddon Hgts.	N.J.	08035
Carol Guenther	7 Oakland Square, 3rd Fl.	Pittsburgh	Penna.	15243
Mary Kelly	42 3rd Street	Newark	N.J.	07117

Section 3. Qualification of Directors. (If Any)

None for individual directors except that a majority of directors shall at all times be handicapped sales employees.

ARTICLE VIII

The names and post office addresses of the current officers of the corporation are:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Joseph Maria, President	119 Wadsworth Avenue	New York	N.Y.	10305
Betty Lou Nolder, Secretary	134 North Winebiddle St.	Pittsburgh	Penna.	15224
Charles Erck, Treasurer	102 Woodland Road	New Providence	N.J.	07974
Michael J. Gabriel, Executive Vice Pres.	12 Brookshire Drive	Cedar Groove	N.J.	07009
John J. Gallery, Vice Pres. & Asst. Secy.	487 Essey Avenue	Bloomfield	N.J.	07003

ARTICLE IX

Provisions for Regulation of Business
and Conduct of Affairs of Corporation

Meetings of the shareholders of the Corporation shall be held at such place, within or without the State of Indiana, as may be appointed by resolution of the Board of Directors and specified in the notice of such meeting.

ARTICLE II

Manner of Adoption and Vote

Section 1. Action by Directors (select appropriate paragraph)

(a) The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on, 19....., at which a quorum of such Board of Directors were present, duly adopted a resolution proposing to the Shareholders of the Corporation entitled to vote in respect of the Amended Articles that the provisions and terms of Article..... of its Articles of Incorporation be amended so as to read as set forth in the Amendments; and called a meeting of such Shareholders, to be held, 19....., to adopt or reject the Amended Articles, unless the same were so approved prior to such date by unanimous written consent.

(b) By written consent executed on November 29....., 19 77....., signed by all of the members of the Board of Directors of the Corporation, a resolution was adopted proposing to the shareholders of the corporation entitled to vote in respect of the Amended Articles, that the provisions and terms of Article I-IX... of its Articles of Incorporation be amended so as to read as set forth in the Amended Articles, and a meeting of such Shareholders was called to be held December 16....., 19 77....., to adopt or reject the Amended Articles unless the same were so approved prior to such date by unanimous written consent.

Section 2. Action by Shareholders (select appropriate paragraph)

(a) The Shareholders of the Corporation entitled to vote in respect of the Amended Articles, at a meeting thereof, duly called, constituted and held on December 16....., 19 77....., at which .6 shares of
Common Stock, 134 shares of Class A Preferred Stock and 54 shares of
Class B Preferred Stock.....
were present in person or by proxy, adopted the Amended Articles.

The holders of the following classes of shares were entitled to vote as a class in respect of the Amended Articles:

- (1) ~ Common Stock
- (2) Class A Preferred Stock
- (3) Class B Preferred Stock

The number of shares entitled to vote in respect of the Amended Articles, the number of shares voted in favor of the adoption of the Amendments, and the number of shares voted against such adoption are as follows:

	Total	Shares Entitled to Vote as a Class		
		(1)	(2)	(3)
Shares entitled to vote:	.....313.....	.....7.....	.....225.....	.....81.....
Shares voted in favor:	.....192.....	.....6.....	.....133.....	.....53.....
Shares voted against:	.....2.....	.....0.....	.....1.....	.....1.....

(b) By written consent executed on, 19....., signed by the holders of shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of the Amendments, the Shareholders adopted the Amended Articles.

Section 3. Compliance With Legal Requirements

The manner of the adoption of the Amended Articles, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Acts, the Articles of Incorporation, and the By-Laws of the Corporation.

ARTICLE III

Statement of Changes Made With Respect

To the Number of Shares Heretofore Authorized

The filing of this amendment hereby increases by 14,000 the aggregate number of shares the corporation has authority to issue as follows:

a) The authorized number of Class C shares of the corporation are increased from the existing 2,000 shares at \$.01 per share to 10,000 shares at \$.01 per share.

b) The creation of 6,000 shares of Class D stock having the par value of \$.01 per share.

IN WITNESS WHEREOF, the undersigned officers execute these Amended Articles of Incorporation of the Corporation and certify to the truth of the facts herein stated, this 16th day of December, 1977.

Joseph Maira
(Written Signature)

JOSEPH MAIRA
(Printed Signature)

President of
Torch Products Corp.
(Name of Corporation)

Betty Lou Nelder
(Written Signature)

Betty Lou Nelder
(Printed Signature)

Secretary of
Torch Products Corp.
(Name of Corporation)

NEW JERSEY
STATE OF ~~INDIANA~~ } SS:
COUNTY OF ESSEX

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of ~~Indiana~~ New Jersey, certify that JOSEPH MAIRA, the President and BETTY LOU NELDER, the Secretary of Torch Products Corp., the officers executing the foregoing Amended Articles of Incorporation, personally appeared before me, acknowledged the execution thereof; and swore to the truth of the facts herein stated.

Witness my hand and Notarial Seal this 16th day of December, 1977.

Richard C. Harrison
(Written Signature)

RICHARD C. HARRISON
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires July 15, 1981
Notary Public

My Commission Expires:

This instrument was prepared by Lans Feinberg & Cohen, Attorneys at Law,
555 Madison Avenue, New York New York 10022
(Number and Street or Building) (City) (State) (Zip Code)

STATE OF INDIANA

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION

OF

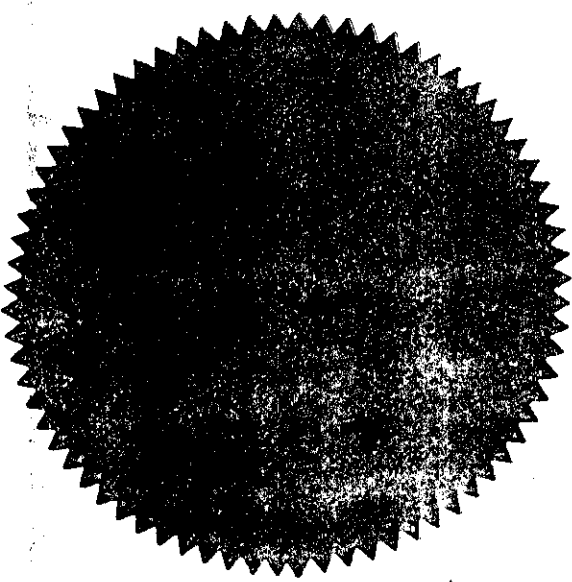
TORCH PRODUCTS CORP.

7410-355 of

I, LARRY A. CONRAD, Secretary of the State of Indiana, hereby certify that Amended Articles of Incorporation for the above Corporation, have been filed, in the form prescribed by my office, prepared and signed in duplicate in accordance with "An Act concerning domestic and foreign corporations for profit, providing penalties for the violation hereof, and repealing all laws or parts of laws in conflict herewith," approved March 16, 1929, and Acts supplemental thereto.

Now, therefore, upon due examination, I find that the Amended Articles of Incorporation conform to law, and have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the Corporation.

In Witness Whereof, I have hereunto set my hand and
affixed the seal of the State of Indiana, at the City of
Indianapolis, this 3rd day of May,
19 78.



LARRY A. CONRAD, Secretary of State

By _____
Deputy

APPROVED
AND
FILED

MAY 3 1978


SECRETARY OF
STATE OF INDIANA

AMENDED ARTICLES (Completely superseding existing Articles)

Prescribed by William N. Salin, Secretary of State of Indiana

Use White Paper—Size 8½ x 11 for Inserts

Filing Requirements—Present 2 Executed Copies to Secretary of State, Room 155, State House Indianapolis 46204

Recording Requirements—Not required. However, if the name of the Corporation is changed by these Articles, a certified Certificate of Amended Articles must be filed with the County Recorder of every County where the Corporation owns real property in Indiana.

AMENDED ARTICLES OF INCORPORATION OF

TORCH PRODUCTS CORP.

The undersigned officers of.....Torch Products Corp.
(hereinafter referred to as the "Corporation") existing pursuant to the provisions of The Indiana General Corporation Act, as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating certain Amendments of its Articles of Incorporation by the adoption of new Amended Articles of Incorporation to supersede and take the place of its heretofore existing Articles of Incorporation, certify the following facts:

ARTICLE I

Text of the Amended Articles

The exact text of the entire Articles of Incorporation of the Corporation, as amended (hereinafter referred to as the "Amended Articles"), now is as follows:

ARTICLE I

Name

The name of the Corporation is TORCH PRODUCTS CORP.

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

- (1) To buy, purchase, sell or vend, by mail, telephone solicitation or otherwise, merchandise, commodities and consumer goods, including light bulbs, ironing board covers, toothbrushes, combs, hairbrushes, toiletries and cosmetics, for the home, industry, office or otherwise, at wholesale or retail, as distributor, retailer, wholesaler, jobber, agent, factor, franchisee, licensee, or licensor, or in any other way to deal in services, sales, repairs, distribution and any other or all phases of the business related to said products.
- (2) To carry on and conduct a general agency business.
- (3) To conduct business at one or more locations in one or more states of the United States, and without the United States.
- (4) In furtherance of the foregoing, to engage in any lawful activity for which corporations may be organized under The Indiana General Corporation Act, as amended, including, but not limited to, participation in joint ventures and partnerships.
- (5) To provide gainful employment for the handicapped, pursuant to regulations which shall be set forth in its By-Laws, or as determined by its Board of Directors, in furtherance of which the corporation shall be owned solely by its handicapped sales employees, pursuant to regulations which shall be set forth in its By-Laws, or as determined by its Board of Directors.

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is United States Corporation Company, Chamber of Commerce Building, Indianapolis, Indiana 46204.

Section 2. Principal Office. The post office address of the principal office of the Corporation is Chamber of Commerce Building, Indianapolis, Indiana 46204.

ARTICLE V

Shares

Section 1. Number.

- A. The total number of shares which the Corporation has authority to issue is 20,050, in five classes as follows: 50 shares of common stock, 2,000 shares each of classes A and B preferred stock, 10,000 shares of class C preferred stock and 6,000 shares of class D preferred stock.
- B. The number of shares which the Corporation designates as having par value is 20,050 with a par value of \$.01 each.
- C. The number of shares which the Corporation designates as without par value is none.

Section 2. Terms.

- (i) Voting Rights: Each share of class A preferred stock shall have one vote at any meeting of shareholders. Class B, C and D preferred stock and common stock shall have no voting rights except as otherwise provided by law.
- (ii) Preferences: Class A, B and D preferred shares shall entitle the holders thereof to receive out of the funds of the Corporation lawfully available for payment of dividends, a non-cumulative dividend equal to their pro rata share of ten percent (10%) of the net after-tax income of the Corporation in the year with respect to which any dividend is declared, before any dividend is set apart or paid on the class C preferred and common shares for such year. Class C preferred shares shall entitle the holders thereof to receive out of the funds of the Corporation lawfully available for payment of dividends, a non-cumulative dividend equal to the lesser of their pro rata share of one percent (1%) of the net after-tax income of the Corporation in the year with respect to which any dividend is declared and twenty-five cents (\$.25) per share before any dividend is set apart or paid on the common stock for such year. All remaining dividends shall be shared equally among the class A, B and D preferred and common stockholders, on a share-for-share basis and not as a class.

- (iii) Restrictions on Issuance: Class A, B and D preferred stock shall be issued only to qualified handicapped sales employees of the Corporation, as such terms shall be defined in the By-Laws. Class C preferred stock shall be issued only upon the conversion of class A, B or D preferred stock.
- (iv) Redemption: All classes of preferred stock shall be be redeemable subject to the provisions hereof and to the laws of the state of Indiana. Shares of class A preferred stock issuable to persons employed by the Corporation prior to March 7, 1978 shall be redeemable for their pro rata share of the book value of the Corporation, calculated by dividing the book value of the Corporation, determined on an unaudited basis as of the last day of the Corporation's last fiscal year before they become redeemable, by the total number of shares of class A and D preferred stock issued and outstanding on the last day of the Corporation's last fiscal year before they become redeemable, or \$5.00 each, whichever is greater. Shares of class A preferred stock issued to persons employed by the Corporation after March 7, 1978 and shares of class D preferred stock shall each be redeemable at the greater of \$5.00 per share or the difference between the book value of such shares of class A or D preferred stock at the time they become redeemable and the book value of such shares at the time they become issuable. The book value of such shares at the time they become issuable or redeemable, as the case may be, shall be calculated by dividing the book value of the Corporation, determined on an unaudited basis as of the last day of the Corporation's last fiscal year before they become issuable or redeemable by the total number of shares of class A and D preferred stock issued and outstanding on the last day of the Corporation's last fiscal year before such shares become issuable or redeemable. Shares of class B stock and shares of common stock shall be redeemable for \$5.00 each. In computing the book value of all shares of class A preferred stock and shares of class D preferred stock, both at the time they become issuable and redeemable, negative book value shall be treated as zero and intangible assets, such as good will, shall be excluded, as shall all reserves which may be established from time to time by the Board of Directors of the Corporation to cover

(a) federal and state taxes accrued,

- (b) dividends, bonuses and profit sharing payments which have been approved but not distributed,
- (c) contingent liabilities which the Board of Directors determines may become payable by the Corporation,
- (d) sums required for the redemption of all-outstanding class B preferred stock and class C preferred stock,
- (e) payments due within one year on the Corporation's mortgage obligations and purchase money obligations, whether or not such obligations are listed as debts of the Corporation, and
- (f) other reasonable reserves authorized by the Board of Directors.

Anything herein to the contrary notwithstanding, the book value of shares of class A preferred stock outstanding on March 7, 1978 or which are issued to persons employed by the Corporation on March 7, 1978 shall never be less than the book value, if any, at the end of the fiscal year ended September 30, 1977. For purposes of these Articles of Incorporation, shares shall be deemed to be issuable or redeemable at such times as set forth in the Corporation's By-Laws. Shares of class A, B and D preferred stock shall be redeemable at the option either of the Corporation or of the shareholder whenever such shareholder ceases for any reason to be a qualified handicapped sales employee of the Corporation as such term shall be defined in the By-Laws, except if such a handicapped sales employee becomes a sales executive or manager. In the event that any shares of a shareholder are redeemed, then all such shareholder's shares shall be redeemed. Shares of class C preferred stock shall be redeemable at any time at the price of the class A, B and D shares exchanged therefor would have been redeemable at the option of the Corporation and shall be redeemed in the order of their issuance, whenever the Corporation may lawfully redeem such shares after redeeming all shares of class A, B and D preferred stock currently redeemable. The redemption price for class A preferred stock issued to persons employed after the effective date of these Amended Articles of Incorporation and for class D preferred stock shall be payable, without interest, over a period not in excess of one year, as determined by the By-Laws.

- (v) Conversion: Shares of class A, B and D preferred stock shall be convertible at the option of the Corporation into an equal number of shares of class C preferred stock whenever the holder thereof ceases for any reason to be a qualified handicapped sales employee of the Corporation as such term shall be defined in the By-Laws, except if a handicapped sales employee becomes a sales office manager or district sales manager, but only if at the time of such cessation such shares of class A, B and D preferred stock shall not be lawfully redeemable.
- (vi) Liquidation: On any dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, the net assets remaining after payment, or making provision for payment of all debts and liabilities of the Corporation shall be distributed as follows: each share of all classes of stock shall be redeemed at its redemption price to the extent that the Corporation has sufficient assets for such purpose, and pro rata based upon such redemption prices to the extent that the Corporation's assets are not sufficient. Any excess assets shall be distributed on a share-for-share basis to the holders of class A and D preferred stock.
- (vii) Series: Any class of preferred stock may be issued in such series as the Board of Directors may provide by appropriate resolution.

ARTICLE VI

Stated Capital

The stated capital of the corporation is \$2,740.

ARTICLE VII

Director(s)

Section 1. Number of Directors. The current Board of Directors is composed of seven members. The number of directors may be from time to time fixed by the By-Laws of the Corporation or by resolution of the Board of Directors if the By-Laws so authorize at any number. In the absence of a By-Law fixing the number of directors, the number shall be three.

Section 2. Names and Post Office Addresses of the Directors.
The names and post office addresses of the current Board of Directors of the Corporation are:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Joseph Maira	119 Wadsworth Avenue	Staten Island	N. Y.	10305
Keith Ruff	Ramapo College	Mahwah	N. J.	07430
Danny Lusk	7 Oakland Square, 3rd Floor	Pittsburgh	Penna.	15213
Betty Lou Nolder	134 North Winebiddle Street	Pittsburgh	Penna.	15224
Rose Canuso	18 Ninth Avenue	Haddon Heights	N. J.	08035
Carol Guenther	7 Oakland Square, 3rd Floor	Pittsburgh	Penna.	15213
Mary Kelly	42 Third Street	Newark	N. J.	07117

Section 3. Qualifications of Directors. (If Any)

None for individual directors except that a majority of directors shall at all times be handicapped sales employees.

ARTICLE VIII

Officers

The names and post office addresses of the current officers of the Corporation are:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Joseph Maira, President	119 Wadsworth Avenue	Staten Island	N. Y.	10305
Betty Lou Nolder, Secretary	134 North Winebiddle Street	Pittsburgh	Penna.	15224
Charles Erck, Treasurer	102 Woodland Road	New Providence	N. J.	07974
Michael J. Gabriel, Executive Vice Pres.	12 Brookshire Drive	Cedar Grove	N. J.	07009
John J. Callery, Vice Pres. & Assistant Secy.	487 Essex Avenue	Bloomfield,	N. J.	07003

ARTICLE IX

Provisions for Regulation of Business
and Conduct of Affairs of Corporation

Meetings of the shareholders of the Corporation shall be held at such place, within or without the State of Indiana, as may be appointed by resolution of the Board of Directors and specified in the notice of such meeting.

ARTICLE II

Manner of Adoption and Vote

Section 1. Action by Directors (select appropriate paragraph)

(a) The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on _____, 19_____, at which a quorum of such Board of Directors were present, duly adopted a resolution proposing to the Shareholders of the Corporation entitled to vote in respect of the Amended Articles that the provisions and terms of Article_____ of its Articles of Incorporation be amended so as to read as set forth in the Amendments; and called a meeting of such Shareholders, to be held _____, 19_____, to adopt or reject the Amended Articles, unless the same were so approved prior to such date by unanimous written consent.

(b) By written consent executed on _____ November 29_____, 19 77_____, signed by all of the members of the Board of Directors of the Corporation, a resolution was adopted proposing to the shareholders of the corporation entitled to vote in respect of the Amended Articles, that the provisions and terms of Article I-IX____ of its Articles of Incorporation be amended so as to read as set forth in the Amended Articles, and a meeting of such Shareholders was called to be held _____ December 16_____, 19 77_____, to adopt or reject the Amended Articles unless the same were so approved prior to such date by unanimous written consent.

Section 2. Action by Shareholders (select appropriate paragraph)

(a) The Shareholders of the Corporation entitled to vote in respect of the Amended Articles, at a meeting thereof, duly called, constituted and held on _____ December 16_____, 19 77_____, at which 6 shares of
Common Stock, 134 shares of Class A Preferred Stock and 54 shares of
Class B Preferred Stock
were present in person or by proxy, adopted the Amended Articles.

The holders of the following classes of shares were entitled to vote as a class in respect of the Amended Articles:

- (1) Common Stock
- (2) Class A Preferred Stock
- (3) Class B Preferred Stock

The number of shares entitled to vote in respect of the Amended Articles, the number of shares voted in favor of the adoption of the Amendments, and the number of shares voted against such adoption are as follows:

	Total	Shares Entitled to Vote as a Class		
		(1)	(2)	(3)
Shares entitled to vote:	.....313.....	.....7.....	.....225.....	.....81.....
Shares voted in favor:	.....192.....	.....6.....	.....133.....	.....53.....
Shares voted against:	.....2.....	.....0.....	.....1.....	.....1.....

(b) By written consent executed on, 19....., signed by the holders of shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of the Amendments, the Shareholders adopted the Amended Articles.

Section 3. Compliance With Legal Requirements

The manner of the adoption of the Amended Articles, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Acts, the Articles of Incorporation, and the By-Laws of the Corporation.

ARTICLE III

Statement of Changes Made With Respect To the Number of Shares Heretofore Authorized

The filing of this amendment hereby increases by 14,000 the the aggregate number of shares the corporation has authority to issue as follows:

a) The authorized number of Class C shares of the corporation are increased from the existing 2,000 shares at \$.01 per share to 10,000 shares at \$.01 per share.

b) The creation of 6,000 shares of Class D stock having the par value of \$.01 per share.

IN WITNESS WHEREOF, the undersigned officers execute these Amended Articles of Incorporation of the Corporation and certify to the truth of the facts herein stated, this 20th day of APRIL, 1978.

Joseph Maira
(Written Signature)
JOSEPH MAIRA
(Printed Signature)

President of
Torch Products Corp.
(Name of Corporation)

Betty Lou Nolder
(Written Signature)
BETTY LOU NOLDER
(Printed Signature)

Secretary of
Torch Products Corp.
(Name of Corporation)

NEW JERSEY
STATE OF ~~INDIANA~~ } SS:
COUNTY OF ESSEX

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of ~~Indiana~~ ^{New Jersey}, certify that JOSEPH MAIRA, the President and BETTY LOU NOLDER, the Secretary of Torch Products Corp., the officers executing the foregoing Amended Articles of Incorporation, personally appeared before me, acknowledged the execution thereof; and swore to the truth of the facts herein stated.

Witness my hand and Notarial Seal this 20th day of APRIL, 1978.

Richard C. Harrison
(Written Signature)
RICHARD C. HARRISON
(Printed Signature)

Notary Public

My Commission Expires: July 15, 1981
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires: July 15, 1981

This instrument was prepared by Lans Feinberg & Cohen, Attorney at Law,
(Name)
555 Madison Avenue, New York New York 10022
(Number and Street or Building) (City) (State) (Zip Code)

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDED ARTICLES
OF INCORPORATION
OF

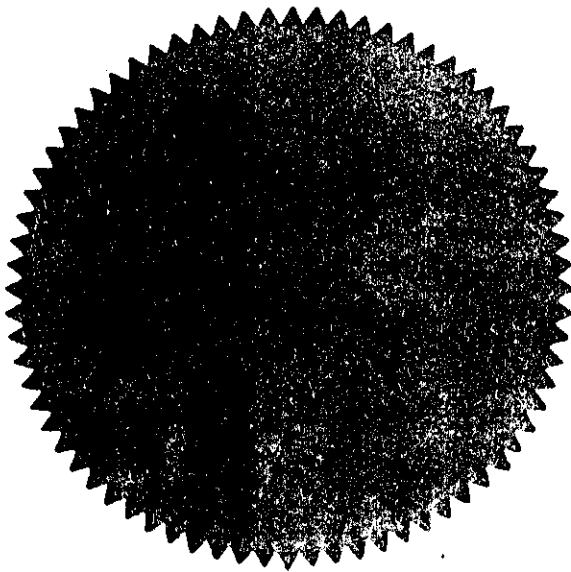
JUL 2 1980
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7410-355 04

TORCH PRODUCTS CORP.

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Amended Articles of Incorporation for the above Corporation, have been filed, in the form prescribed by my office, prepared and signed in duplicate in accordance with Chapter Four of the Indiana General Corporation Act (IC 23-1-4).

Now, therefore, upon due examination, I find that the Amended Articles of Incorporation conform to law, and have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the Corporation.



In Witness Whereof, I have hereunto set my hand and affixed

the seal of the State of Indiana, at the City of Indianapolis,

this 23rd day of

June, 19 80

EDWIN J. SIMCOX, Secretary of State

By _____ Deputy

NOTE: This form may now also be used by corporations formed pursuant to the Medical Professional Corporation Act, the Dental Professional Corporation Act, and the Professional Corporation Act of 1965, as well as those formed pursuant to the General Corporation Act. If the corporation exists under the authority of any statute *other* than the General Corporation Act, so indicate in the preamble below. Professional Accounting Corporations are considered to be formed pursuant to the authority of the *Indiana General Corporation Act*, but subject to the provisions of IC 23-1-13.5, and appropriate statutory reference should be made in the preamble or in Article I below.

APPROVED
AND
FILED
JUN 23 1980
SECRETARY OF STATE OF INDIANA

Corporate Form No. 103 (Feb. 1980) — Page One
State Form 39078

AMENDED ARTICLES (Completely superseding
existing Articles)

Prescribed by Edwin J. Simcox, Secretary of State of
Indiana

Use White Paper — Size 8½ × 11 for Inserts

Filing Requirements — Present 2 Executed Copies to
Secretary of State, Room 155, State House,
Indianapolis 46204

Recording Requirements — Not required. However, if
the name of the Corporation is changed by these
Articles, a certified copy of the Certificate of
Amended Articles must be filed with the County
Recorder of every County where the Corporation
owns real property in Indiana.

AMENDED ARTICLES OF INCORPORATION OF

.....
TORCH PRODUCTS CORP.
.....

The undersigned officers of Torch Products Corp.
(hereinafter referred to as the "Corporation") existing pursuant to the provisions of:

- | | | |
|---|---|----------------------------|
| <input checked="" type="checkbox"/> Indiana General Corporation Act | } | (Indicate appropriate act) |
| <input type="checkbox"/> Medical Professional Corporation Act | | |
| <input type="checkbox"/> Dental Professional Corporation Act | | |
| <input type="checkbox"/> Professional Corporation Act of 1965 | | |

as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of its Articles of Incorporation by the adoption of new Amended Articles of Incorporation to supersede and take the place of its heretofore existing Articles of Incorporation, certify the following facts:

ARTICLE I Text of the Amended Articles

The exact text of the entire Articles of Incorporation of the Corporation, as amended (hereinafter referred to as the "Amended Articles"), now is as follows:

ARTICLE I

Name

The name of the Corporation is TORCH PRODUCTS CORP.

(see attached rider for remainder of text)

ARTICLE II

Manner of Adoption and Vote

Section 1. Action by Directors (select appropriate paragraph)

(a) The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on May 1, 1980, at which a quorum of such Board of Directors was present, duly adopted a resolution proposing to the Shareholders of the Corporation entitled to vote in respect of the Amended Articles that the provisions and terms of its Articles of Incorporation be amended so as to read as set forth in the Amendments; and called a meeting of such Shareholders, to be held May 21, 1980, to adopt or reject the Amended Articles, unless the same were so approved prior to such date by unanimous written consent.

(b) By written consent executed on _____, 19____, signed by all of the members of the Board of Directors of the Corporation, a resolution was adopted proposing to the shareholders of the corporation entitled to vote in respect of the Amended Articles, that the provisions and terms of its Articles of Incorporation be amended so as to read as set forth in the Amended Articles, and a meeting of such Shareholders was called to be held _____, 19____, to adopt or reject the Amended Articles unless the same were so approved prior to such date by unanimous written consent.

Section 2. Action by Shareholders (select appropriate paragraph)

(a) The Shareholders of the Corporation entitled to vote in respect of the Amended Articles, at a meeting thereof, duly called, constituted and held on May 21, 1980, at which a quorum of shareholders was present in person or by proxy, adopted the Amended Articles.

The holders of the following classes of shares were entitled to vote as a class in respect of the Amended Articles:

- (1) Class A preferred
- (2) Class B preferred
- (3) Class D preferred
- (4) Common stock

The number of shares entitled to vote in respect of the Amended Articles, the number of shares voted in favor of the adoption of the Amendments, and the number of shares voted against such adoption are as follows:

	Total	Shares Entitled to Vote as a Class			
		(1)	(2)	(3)	(4)
Shares entitled to vote:	781	267	63	444	7
Shares voted in favor:	441	143	33	258	7
Shares voted against:	0	0	0	0	0

(b) By written consent executed on _____, 19____, signed by the holders of _____ shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of the Amendments, the Shareholders adopted the Amended Articles.

Section 3. Compliance With Legal Requirements

The manner of the adoption of the Amended Articles, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Acts, the Articles of Incorporation, and the By-Laws of the Corporation.

ARTICLE III

Statement of Changes Made With Respect

To the Number of Shares Heretofore Authorized

Aggregate Number of Shares Previously Authorized	<u>20,050</u>
Increase (indicate "0" or "N/A" if no increase)	<u>11,950</u>
Aggregate Number of Shares to be Authorized After Effect of this Amendment	<u>32,000</u>

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

- (1) To buy, purchase, sell or vend, by mail, telephone solicitation or otherwise, merchandise, commodities and consumer goods, including light bulbs, ironing board covers, toothbrushes, combs, hairbrushes, toiletries and cosmetics, for the home, industry, office or otherwise, at wholesale or retail, as distributor, retailer, wholesaler, jobber, agent, factor, franchisee, licensee, or licensor, or in any other way to deal in services, sales, repairs, distribution and any other or all phases of the business related to said products.
- (2) To carry on and conduct a general agency business.
- (3) To conduct business at one or more locations in one or more states of the United States, and without the United States.
- (4) In furtherance of the foregoing, to engage in any lawful activity for which corporations may be organized under The Indiana General Corporation Act, as amended, including, but not limited to, participation in joint ventures and partnerships.

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is United States Corporation Company, Chamber of Commerce Building, Indianapolis, Indiana 46204.

Section 2. Principal Office. The post office address of the principal office of the Corporation is Chamber of Commerce Building, Indianapolis, Indiana 46204.

ARTICLE V

Shares

Section 1. Number.

- A. The total number of shares which the Corporation has authority to issue is 2,000 shares of Class A common stock; and 30,000 shares of Class B common stock.
- B. The number of shares which the Corporation designates as having par value is 32,000 with a par value of \$.01 each.
- C. The number of shares which the Corporation designates as without par value is none.

Section 2. Terms.

- (i) Voting Rights: Each share of class A common stock shall have one vote at any meeting of stockholders. Class B common stock shall have no voting rights except as otherwise provided by law.
- (ii) All dividends declared within the fiscal year of the Corporation shall be shared equally by each holder of the Class A and B common stock, on a share-for-share basis and not as a class.
- (iii) Restrictions on Issuance: Class A and B common stock shall be issued only to qualified handicapped sales employees as defined in the By-Laws and to members of the Board of Directors of the Corporation, to the extent allowed by the By-Laws.

ARTICLE VI

Requirements Prior to Doing Business

The Corporation will not commence business until consideration of the value of at least \$1,000.00 (one thousand dollars) has been received for the issuance of shares.

ARTICLE VII

Director(s)

Section 1. Number of Directors. The Board of Directors at the time of the adoption of these amended articles was composed of seven members. The number of directors may be from time to

time fixed by the By-Laws of the Corporation or by resolution of the Board of Directors if the By-Laws so authorize at any number.

Section 2. Names and Post Office Addresses of the Directors.
The names and post office addresses of the Board of Directors of the Corporation referred to in section 1 are:

<u>Name</u>	<u>No. & Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Joseph Maira	119 Wadsworth Avenue	Staten Island	N.Y.	10305
Carol Guenther	225 Golden Hill St.	Bridgeport,	Conn.	06604
Danny Lusk	225 Golden Hill St.	Bridgeport	Conn.	06604
Rose Canuso	18 Ninth Avenue	Haddon Hgts.	N.J.	08035
Mary Kelly	42 Third Street	Newark	N.J.	07107
Maude Hunter	72-40 Gillespie St.	Philad.	Pa.	19135
John Hyldberg	32 Centre St.	Brookline	Mass.	02146

Section 3. Qualifications of Directors. (If Any)

A majority of directors shall at all times be qualified handicapped sales employees as defined in the By-Laws.

ARTICLE VIII

Officer(s)

<u>Name</u>	<u>No. & Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Joseph Maira President	119 Wadsworth Avenue	Staten Island	N.Y.	10305
Michael Gabriel Executive Vice-President	12 Brookshire Rd.	Cedar Grove	N.J.	07009
Carol Guenther Secretary	225 Golden Hill St.	Bridgeport,	Conn.	06604
Charles Erck Treasurer	102 Woodland Rd.	Murray Hill	N.J.	07974

ARTICLE IX

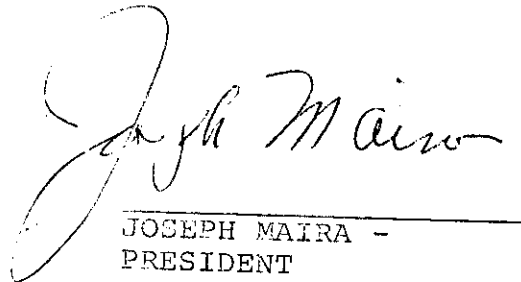
Provisions for Regulation of Business
and Conduct of Affairs of Corporation

Meetings of the shareholders of the Corporation shall be held at such place, as may be determined by the By-Laws, within or without the State of Indiana, as may be appointed by resolution of the Board of Directors and specified in the notice of such meeting.

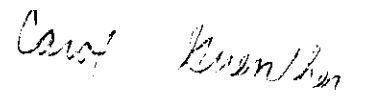
ARTICLE X

The By-Laws may be made, altered, amended or repealed by the majority vote of (a) the holders of Class A common stock present at any annual meeting of stockholders or any special meeting called for the purpose, or (b) the directors, at their annual meeting, or any special meeting called for the purpose; provided, however, that any By-Laws made, altered or amended by vote of the Class A common stockholders may not be altered or amended by the directors, and that the By-Laws may not be altered, amended or repealed to effect any special right given to the holders of Class B common stock hereunder, unless any such alteration, amendment or appeal is also approved by the vote of the holders of a majority of the Class B common stock at any meeting called for the purpose.

IN WITNESS WHEREOF, the undersigned officers executed these Amended Articles of Incorporation of the Corporation and certify to the truth of the facts herein stated, this 21st day of May, 1980.



JOSEPH MAIRA -
PRESIDENT

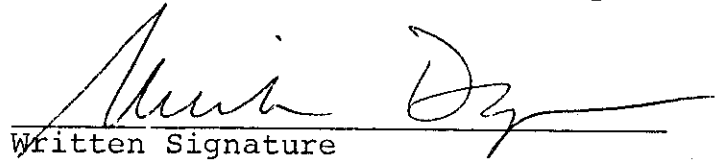


CAROL GUENTHER-
SECRETARY

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of New York, certify that Joseph Maira, the President and Carol Guenther, the Secretary of the Corporation, the officers executing the foregoing Amended Articles of Incorporation, personally appeared before me, acknowledged the execution thereof; and swore or attested to the trust of the facts herein stated.

Witness my hand and Notarial Seal this 21st day of
May, 1980.


Written Signature

MELIH DOGAN
Printed Signature

NOTARY PUBLIC

My Commission Expires:

MELIH DOGAN
Notary Public, State of New York
No. 31-4693193

Qualified in New York County
Commission Expires March 30, 1981

My County of Residence is:

Queens

This instrument was prepared by Lans Feinberg & Cohen, 555 Madison Avenue, New York, New York 10022.