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State of Idaho

Department of State

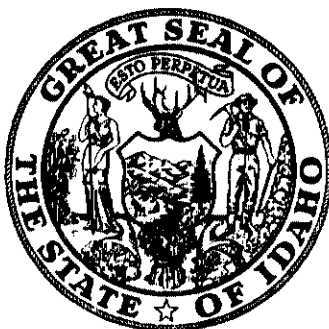
CERTIFICATE OF AUTHORITY OF

GENERAL HOUSEWARES CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GENERAL HOUSEWARES 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 GENERAL HOUSEWARES CORP. to transact business in this State under the name GENERAL HOUSEWARES CORP. and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 25, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Siebel*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

AUG 20 9 32 AM '93

SECRETARY OF STATE

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 General Housewares Corp.
2. The name which it shall use in Idaho is _____
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is 5-29-67 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 none. Principal office located at: 1536 Beech Street, Terre Haute, IN 47804
6. The address to which correspondence should be addressed, if different from that in item 5.
1536 Beech Street, Terre Haute, IN 47804
7. The street address of its proposed registered office in Idaho is c/o Holden Kidwell Hahn & Crapo,
702 West Idaho, 6th Floor, Boise, ID, 83702, and the name of its proposed registered agent in Idaho at that address is Corporation Service Company
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Purchase of Assets of Idaho Woodworks, Inc. by General Housewares Corp.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State
IDAHO SECRETARY OF STATE
19930820 0900 14758 2
CK #: 12649 CUST# 1
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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached sheets		

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

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: August 17, 1993

General Housewares Corp.

(Corporation name)

Robert L. Gray

Its President/Vice President (please specify)

and

Gordon R. Erickson

Its Secretary/Assistant Secretary (please specify)

STATE OF INDIANA)

) ss:

COUNTY OF VIGO)

I, Darlena E. McGlone, a notary public, do hereby certify that on this 17th day of August, 1993, personally appeared before me Gordon R. Erickson, who being by me first duly sworn, declared that (s)he is the Secretary of General Housewares Corp.

that (s)he signed the foregoing documents as Secretary of the corporation and that the statements therein contained are true.

My Commission Expires:

4/18/95

My County of Residence:

Vigo

Notary Public, Darlena E. McGlone

GENERAL HOUSEWARES CORP.
OFFICERS

President/CEO/Chairman of the Board:

Saxton, Paul A.

364-38-8751

Home: 96 Allendale
Terre Haute, IN 47802

Business: 1536 Beech Street
Terre Haute, IN 47804

V.P. Finance & Treasurer:

Gray, Robert L.

171-40-2738

Home: 7000 Manor Place
Terre Haute, IN 47802

Business: 1536 Beech Street
Terre Haute, IN 47804

Secretary:

Erickson, Gordon R.

471-24-5194

Home: 38 W. Cross Road
New Canaan, CT 06840

Business: Six Suburban Avenue
Stamford, CT 06901

Corporate Controller:

Evans, Stephen M.

316-42-8776

Home: 136 Lanthorne Court
Terre Haute, IN 47803

Business: 1536 Beech Street
Terre Haute, IN 47804

V.P. Sales & Marketing

Fawcett, Scott A.

349-48-3208

Home: 225 Deming Lane
Terre Haute, IN 47803

Business: 1536 Beech Street
Terre Haute, IN 47804

GENERAL HOUSEWARES CORP.
DIRECTORS

<u>Name/Address:</u>	<u>Social Security #:</u>
Muller, John H. Jr. Home: 46 Christie Hill Road Darien, CT 06820 Business: Six Suburban Avenue Stamford, CT 06901	085-22-8173
Saxton, Paul A. Home: 96 Allendale Terre Haute, IN 47802 Business: General Housewares Corp. 1536 Beech Street Terre Haute, IN 47804	364-38-8751
Bradley, Charles E. Home: 31 Indian Spring Trail Darien, CT 06820 Business: Stanwich Partners One Stamford Landing Stamford, CT 06902	015-20-9096
Crowley, John S. Home: 627 Round Hill Road Greenwich, CT 06830 Business: Saugatuck Associates, Inc. One Canterbury Green Stamford, CT 06901	059-18-8890
Emery, John C. Home: 107 Long Neck Point Darien, CT 06820 Business: Emery Enterprises 2701 Summer Street, Suite 200 Stamford, CT 06905	047-16-5792
Francis, Thomas L. Home: 82 Allendale Place Terre Haute, IN 47802 Business: CDI, Inc. 200 S. 8th Street Terre Haute, IN 47808	343-24-0359
Gangelhoff, Ronald J. Home: 429 St. Andrews Drive Belleair, FL 34616 Business: Gangelhoff enterprises Trust 611 Druid Road., Suite 109 Clearwater, FL 34616	468-34-7349

**GENERAL HOUSEWARES
DIRECTORS, CONTINUED**

Hinsey, Joseph IV. 112-32-2637
Home: 130 Mt. Auburn St.
Cambridge, MA 02138
Business: Harvard Business School
Morgan Hall, Soldiers Field
Boston, MA 02163

Ranney, Phillip S. 371-36-2383
Home: 12540 Edgewater Drive,
Lakewood, OH 44107
Business: Schneider, Smeltz, Ranney & LaFond
1525 National City Bank Bldg.
Cleveland, OH 44114

D092192C.DEM

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY GENERAL HOUSEWARES CORP. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

*4023318

DATE:

08/19/1993

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