



CERTIFIED TRUE COPY

Tan Kee Leng

TAN KEE LENG
Advocate & Solicitor
Singapore

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

HALLEN COMPANY
FILE NO. 330663-0

ARTICLES OF MERGER

APRIL 28, 1993



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on August 31, 1998.

Alberto R. Gonzales

DLM

Alberto R. Gonzales
Secretary of State

APR 28 1993

ARTICLES OF MERGER
of
Hallen Company, a Texas corporation
into
Le Creuset of America, Inc., a Delaware corporation

Corporations Section

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, Hallen Company, a corporation duly organized and existing under the laws of the State of Texas, does hereby adopt the following Articles of Merger for the purpose of merging Hallen Company into Le Creuset of America, Inc., a Delaware corporation, and hereby certifies as follows:

1. The Agreement and Plan of Merger that has been approved, adopted, and executed by each of Hallen Company and Le Creuset of America, Inc. in the manner prescribed by the Texas Business Corporation Act is set forth in Exhibit "A", attached and incorporated by reference into these Articles the same as if fully copies and set forth at length.

2. There are 100,000 shares of Common Stock, \$.01 par value, of Hallen Company authorized, of which 30,000 shares are issued and outstanding. The proposed merger has been approved by one hundred percent (100%) of shareholders of Hallen Company by a written consent of sole shareholder executed in lieu of a meeting.

3. There are 4,500 shares of Common Stock, \$100.00 par value, of Le Creuset of America, Inc. authorized, of which 1,500 are issued and outstanding, 19,700 shares of Preferred Stock, of which 14,700 shares are issued and outstanding, and 10,000 shares of Series Preferred, none of which are issued and outstanding. The proposed merger has been approved by one hundred percent (100%) of the holders of shares of Le Creuset of America, Inc. by a written consent of sole shareholder executed in lieu of a meeting.

4. As to each of Hallen Company and Le Creuset of America, Inc., the terms of the Agreement and Plan of Merger and its performance have been duly authorized according to the laws of the state of its incorporation and by the terms of its respective constituent documents.

IN WITNESS WHEREOF, each of Hallen Company and Le Creuset of America, Inc. has caused these Articles of Merger to be signed by F.E. Schjorring, its President, and attested to by G.L. Buist Rivers, Jr., its Secretary, on April 26, 1993.

LE CREUSET OF AMERICA, INC.

By: [Signature]
Name: F.E. Schjorring
Title: President

ATTEST:

By: [Signature]
Name: G.L. BUIST RIVERS, JR.
Title: Secretary

HALLEN COMPANY

By: [Signature]
Name: F.E. Schjorring
Title: President

ATTEST:

By: [Signature]
Name: G.L. BUIST RIVERS, JR.
Title: Secretary

STATE OF South Carolina

COUNTY OF Beaufort

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SS.

On April 26, 1993, personally appeared before me, a notary public, F.E. Schiessing, President of Hallen Company, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

Sarah Gerard
Notary Public in and for the
State of South Carolina

DOROTHY GERARD
Printed Name of Notary and
Expiration Date of Commission 7.21.93

STATE OF SOUTH CAROLINA

COUNTY OF CHARLESTON

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§
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SS.

On April 26, 1993, personally appeared before me, a notary public, W.D. BUIST RIVERS, JR. Secretary of Hallen Company, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

Frances E. Turner
Notary Public in and for the
State of SOUTH CAROLINA

FRANCES E. TURNER
Printed Name of Notary and
Expiration Date of Commission 1/25/2003

STATE OF South Carolina

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SS.

§

COUNTY OF Beaufort

On April 26, 1993, personally appeared before me, a notary public, F.E. Schiering, President of Le Creuset of America, Inc., personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

Dorothy Gerard
Notary Public in and for the
State of South Carolina

DOROTHY GERARD
Printed Name of Notary and
Expiration Date of Commission 7.21.93

STATE OF SOUTH CAROLINA

§

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SS.

§

COUNTY OF CHARLESTON

On April 26, 1993, personally appeared before me, a notary public G.L. BOIST RIVERS, JR, Secretary of Le Creuset of America, Inc. personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

Frances E. Turner
Notary Public in and for the
State of SOUTH CAROLINA

FRANCES E. TURNER
Printed Name of Notary and
Expiration Date of Commission 1/25/2003

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (hereinafter called the "Merger Agreement") is made as of December 22, 1991, by and between Hallen Company, a Texas corporation ("Hallen"), and Le Creuset of America, Inc., a Delaware corporation ("LCA"). Hallen and LCA are sometimes referred to as the "Constituent Corporations."

WHEREAS, the authorized capital stock of Hallen consists of 100,000 shares of Common Stock, \$.01 par value, 30,000 shares of which are issued and outstanding in the name of Hallen International Incorporated;

WHEREAS, the authorized capital stock of LCA consists of 4,500 shares of Common Stock, \$100.00 par value, of which 1,500 are issued and outstanding in the name of Le Creuset S.A. ("Parent"); 19,700 shares of Preferred Stock, \$100.00 par value, of which 14,700 are issued and outstanding in the name of the Parent; and 10,000 shares of Series Preferred, \$100.00 par value, none of which are issued and outstanding; and

WHEREAS, the directors of the Constituent Corporations deem it advisable and to the advantage of such corporations that Hallen merge with and into LCA upon the terms and conditions herein provided;

NOW, THEREFORE, the parties do hereby adopt this Merger Agreement and do hereby agree that Hallen shall merge into LCA on the following terms, conditions, and other provisions:

EXHIBIT "A"

I. TERMS AND CONDITIONS

1.1 Merger. As soon as practicable following the fulfillment (or waiver, to the extent permitted herein) of conditions specified herein, Hallen shall be merged with and into LCA (the "Merger"), and LCA shall be the surviving corporation (the "Surviving Corporation") effective upon the date when this Merger Agreement or a Certificate of Merger with respect thereto is filed with the Secretary of State of the State of Delaware as provided by the General Corporation Law of the State of Delaware (the "Effective Date").

1.2 Succession. On the Effective Date, LCA shall continue its corporate existence under the laws of the State of Delaware, and the separate existence and corporate organization of Hallen, except insofar as it may be continued by operation of law, shall be terminated and cease.

1.3 Transfer of Assets and Liabilities. On the Effective Date, the rights, privileges, powers, and franchises, both of a public as well as of a private nature, of each of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation, subject to all the disabilities, duties, and restrictions of or upon each of the Constituent Corporations; and all and singular rights, privileges, powers, and franchises of each of the Constituent Corporations and all property, real, personal, and mixed, of each of the Constituent Corporations, and all debts due to each of the Constituent Corporations on whatever account, and all things in action or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving

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Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest, shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of the Constituent Corporations and of their shareholders, directors, and officers shall not be affected, and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, except as they may be modified with the consent of such creditors, and all debts, liabilities, and duties of or upon each of the Constituent Corporations shall attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

1.4 Continuity of Business Enterprise. After the Effective Date, the Surviving Corporation will continue Hallen's historic business on a relatively unchanged basis and will use in its business a significant portion of Hallen's historic business assets.

1.5 Stock of Hallen and LCA. On the Effective Date, by virtue of the Merger, and without any further action on the part of the Constituent Corporations or their shareholders, (i) in exchange

for the payment of the sum of \$5.00 by LCA to Hallen International Incorporated, the sole shareholder of Hallen, all outstanding shares of stock of Hallen issued and outstanding immediately prior thereto shall be cancelled; and (ii) each share of stock of LCA issued and outstanding immediately prior thereto shall remain outstanding.

II. CHARTER DOCUMENTS, DIRECTORS, AND OFFICERS

2.1 Certificate of Incorporation. On the Effective Date, the certificate of incorporation of LCA then in effect shall be and may be certified as the Certificate of Incorporation of the Surviving Corporation, separate and apart of this Merger Agreement, until further amended and repealed in the manner provided by law.

2.2 Bylaws. The By-laws of LCA in effect on the Effective Date shall continue to be the By-laws of the Surviving Corporation, without change or amendment, until further amended in accordance with the provisions thereof and applicable law.

2.3 Directors. The directors of LCA immediately preceding the Effective Date shall continue as the directors of the Surviving Corporation on and after the Effective Date to serve until the expiration of their terms and until their successors are elected and qualified.

2.4 Officers. The officers of LCA immediately preceding the Effective Date shall continue as the officers of the Surviving Corporation on and after the Effective Date to serve at the pleasure of its Board of Directors.

III. MISCELLANEOUS

3.1 Further Assurances. From time to time, and when required by the Surviving Corporation or by its successors and assignees, there shall be executed and delivered on behalf of Hallen such deeds and other instruments, and there shall be taken or caused to be taken by it, such further and other action as shall be appropriate or necessary in order to vest or perfect in or to confer of record or otherwise, in the Surviving Corporation, the title to and possession of all the property, interests, demands, rights, privileges, immunities, powers, franchises, and authority of Hallen and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Hallen or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

3.2 Amendment. At any time before or after approval (i) by Parent, as the sole shareholder of LCA and (ii) by Hallen International Incorporated as the sole shareholder of Hallen, this Merger Agreement may be amended in any manner (except that any of the principal terms may not be amended without the approval of Hallen International Incorporated and Parent if such amendment would, in the sole discretion of the Boards of Directors of Hallen and LCA, have a material adverse effect on the rights of such shareholders) as may be determined in the judgment of the respective Boards of Directors of LCA and Hallen to be necessary, desirable, or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose and intent of this Merger Agreement.

3.3 Conditions to Merger. The obligation of the Constituent Corporations to effect the transactions contemplated hereby is subject to satisfaction of the following conditions (any or all of which may be waived by either of the Constituent Corporations in their sole discretion to the extent permitted by law):

(a) the Merger shall have been approved by Hallen International Incorporated, as the sole shareholder of Hallen, in accordance with the Texas Business Corporation Act; and

(b) Parent, as sole shareholder of LCA, shall have approved the Merger in accordance with the General Corporation Law of the State of Delaware; and

(c) any and all consents, permits, authorizations, approvals, and orders deemed in the sole discretion of Hallen to be material to consummation of the Merger shall have been obtained.

3.4 Abandonment or Deferral. At any time before the Effective Date, this Merger Agreement may be terminated and the merger may be abandoned by the Board of Directors of either Hallen or LCA, or both, notwithstanding the approval of this Merger Agreement by Parent and Hallen International Incorporated, or the consummation of the Merger may be deferred for a reasonable period of time if, in the opinion of the Boards of Directors of Hallen and LCA, such action would be in the best interest of such corporations. In the event of termination of this Merger Agreement, this Merger Agreement shall become void and of no effect and there shall be no liability on the part of either Constituent Corporation or its Board of Directors or shareholders with respect thereto, except that LCA shall pay all expenses incurred in

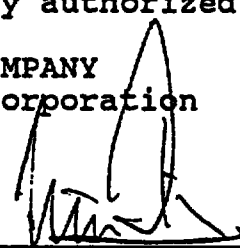
connection with the Merger or in respect of this Merger Agreement or relating thereto.

3.5 Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original.

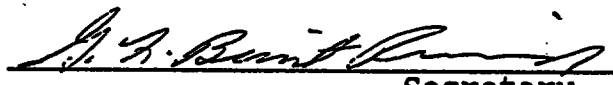
IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the Boards of Directors of Hallen and LCA, is hereby executed on behalf of each said corporation and attested by their respective officers thereunto duly authorized.

HALLEN COMPANY
a Texas corporation

By

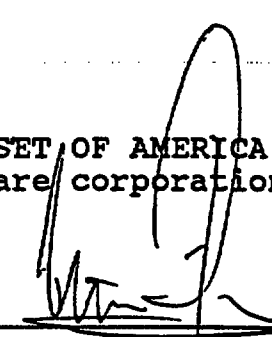

Title

ATTEST:

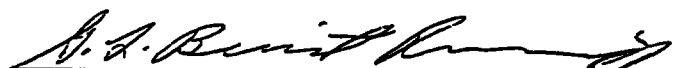

Secretary

LE CREUSET OF AMERICA, INC.
a Delaware corporation

By


Title

ATTEST:


G.L. Buist Rivers, Jr., Secretary

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CERTIFICATE

I, G. L. Buist Rivers, Jr., Secretary of Le Creuset of America, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary and under the seal of the corporation, that the Agreement and Plan of Merger to which this Certificate is attached was duly submitted to the sole stockholder of said corporation for the purpose of considering and taking action upon the proposed Agreement and Plan of Merger; that shares of stock of said corporation were on said date issued and outstanding; that the record holder of all such outstanding shares voted in an action by written consent in favor of the approval, the said affirmative vote representing 100% of the shares of the outstanding capital stock of said corporation, and that thereby the Agreement and Plan of Merger was by such written consent duly adopted as the act of the sole stockholder of said corporation and the duly adopted agreement of said corporation.

Date: December 22, 1991.


G.L. Buist Rivers, Jr., Secretary

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By: Ray H Gooding
Name: Faye H Gooding
Title: Vice President

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HALLEN COMPANY

WRITTEN CONSENT OF THE BOARD OF DIRECTORS
IN LIEU OF AN ANNUAL MEETING

DECEMBER 18, 1991

We, the undersigned, being all of the Directors of Hallen Company, a Texas corporation (herein the "Corporation") in accordance with the authority contained in Article 9.10B of the Texas Business Corporation Act, do hereby unanimously consent to the following action of this Corporation with the same force and effect as though the following resolutions were adopted at an Annual Meeting of the Board of Directors duly called and held:

Approval of Merger

WHEREAS, the Corporation and Le Creuset of America, Inc., a Delaware corporation, ("LCA"), both, in association with one another, concurrently conduct business together; and

WHEREAS, the Board of Directors has determined that because of the close association, a merger would achieve operational efficiency, which will result in substantial savings from the simplification of business records, the economy of preparing fewer tax returns for filing with fewer taxing authorities, and the elimination of duplicate work and expenses in administration accounting, such as inner-company billing and the reconciliation of bank accounts; and

WHEREAS, the Board of Directors has reviewed the proposed Agreement and Plan of Merger (the "Merger Agreement") between LCA and the Corporation, which Merger Agreement provides for the merger of the Corporation with and into LCA (the "Proposed Merger"); and

WHEREAS, the Board of Directors has determined that all of the terms of the Merger Agreement are in the best interest of the Corporation and the sole stockholder of the Corporation; and

WHEREAS, the Board of Directors hereby waives any requirement as to notice of this meeting; and

NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby approves and adopts the Merger Agreement, a copy of which is incorporated by reference, and shall be attached to these resolutions as an exhibit, on the basis of the terms and conditions contained in the Merger Agreement; and

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BE IT FURTHER RESOLVED, that the execution and delivery of the Merger Agreement by and on behalf of the Corporation is hereby authorized, approved, and consented to, with such changes therein (other than changes in the basic terms thereof, which are materially adverse to the Corporation or to its stockholder) as the officer or officers of the Corporation executing the same on behalf of the Corporation may, upon the advice of counsel, deemed necessary or desireable, and that the President of the Corporation be, and hereby is, authorized to execute copies of the Merger Agreement on behalf of the Corporation, to be attested to by the Secretary or any Assistant Secretary of the Corporation, in such form as by executing the same shall, by execution thereof, approve, and to deliver copies thereof and any other documents called for thereby to LCA, and a copy of such executed Merger Agreement is ordered attached to these minutes, which writings shall all be filed with the minutes of the proceedings of the Board of Directors of the Corporation; and

BE IT FURTHER RESOLVED, that subject to the foregoing resolutions, the Merger Agreement be submitted to the sole stockholder of the Corporation for its consent and approval; and

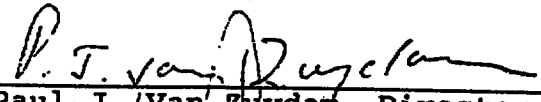
BE IT FURTHER RESOLVED, that all actions of any kind previously taken by the proper officers of the Corporation in connection with the proposed merger and the transaction contemplated by the Merger Agreement be, and hereby are, approved, adopted, ratified, and confirmed in all respects; and

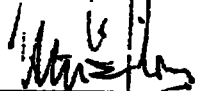
BE IT FURTHER RESOLVED, that the Corporation is hereby authorized to pay all necessary and reasonable fees and expenses incurred in connection with the Merger Agreement and the transactions contemplated thereby, including, but not limited to, the fees and expenses of the Corporation's attorneys and the filing fees of the Texas Secretary of State; and the proper officers of the Corporation are hereby authorized, in the name of and on behalf of the Corporation, to make payments as they, or any of them, shall determine to be necessary and desireable, such payments to be conclusive evidence of their determination; and

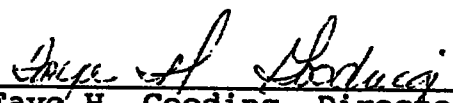
BE IT FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to take all such actions, to execute all such other instruments and documents, in the name of and on behalf of the Corporation, to pay all such expenses, and to do any and all acts and things, whatsoever, as they shall deem necessary or desireable in order to carry out and

effectuate the intent and purpose of each of the foregoing resolutions.

Executed to be effective the 23 day of December, 1991.


Paul J. Van Zuydam, Director


Finn E. Schjerring, Director


Faye H. Gooding, Director

CONSENT OF SOLE STOCKHOLDER OF
LE CREUSET OF AMERICA, INC.M
a Delaware corporation
in lieu of meeting

THE UNDERSIGNED, being the holder of all the outstanding stock of Le Creuset of America, Inc., a corporation of the State of Delaware (the "Corporation"), does hereby adopt, approve, and consent to, in accordance with the provisions of Sections 228 and 252 of the General Corporation Law of the State of Delaware, the following resolution, which shall be filed with the minutes of the Corporation:

RESOLVED, that the proposed merger of Hallen Company, a Texas corporation ("Hallen"), with and into the Corporation, as set forth in the Agreement and the Plan of Merger by and between, Hallen and the Corporation, is approved in all respects and the Board of Directors and officers of the Corporation be, and hereby are, directed and authorized to take all steps necessary to effectuate such merger.

LE CREUSET, S.A.

By

Name

Title

Dated: December 27, 1991

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "LE CREUSET OF AMERICA, INC." FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF APRIL, A.D. 1977, AT 10 O'CLOCK A.M.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

*3866156

DATE:

04/20/1993

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CERTIFICATE OF INCORPORATION

OF

LE CREUSET OF AMERICA, INC.

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1. The name of the corporation is LE CREUSET OF AMERICA, INC.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted are:

To engage in the manufacture and sale of cookware items of all kinds and all other legal activities necessary or appropriate to the successful accomplishment of the foregoing.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is four thousand five hundred (4,500); all of such shares shall be common stock having \$100.00 par value.

5. The name and mailing address of the sole incorporator is as follows: Edwin R. Dunn, 130 E. Randolph Street, Chicago, Illinois 60601.

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members

thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with the statutes, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its

good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

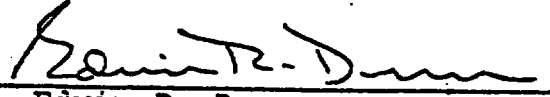
8. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

9. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the

application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

10. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator herein-
before named, for the purpose of forming a corporation pursuant
to the General Corporation Law of the State of Delaware, do make
this certificate, hereby declaring and certifying that this is
my act and deed and the facts herein stated are true, and accord-
ingly have hereunto set my hand this 11th day of April 1977.



Edwin R. Dunn

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE. DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT BEFORE PAYMENT FOR STOCK OF "LE CREUSET OF AMERICA. INC." FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF APRIL, A.D. 1977, AT 10 O'CLOCK A.M.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

*3866157

DATE:

04/20/1993

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commencing on the first day of July 1977, to the holders of record on the respective dates fixed for the purpose by the board of directors in advance of payment of each dividend. With respect to any shares of Preferred Stock issued within three months preceding any of such dates, the initial dividend thereon shall be prorated and paid for only such portion of said three-month period as shall precede such initial dividend payment date. Such dividends shall be cumulative so that if such dividends in respect of any previous quarterly dividend period and for the current quarterly period shall not have been paid on or declared and set apart for all shares of Preferred Stock at the time outstanding, the deficiency shall be fully paid on or declared and set apart for such shares before any dividend or other distribution shall be paid on or declared or set apart for any other stock of this corporation and before any purchase or acquisition of such stock is made by this corporation. An accumulation of dividends on Preferred Stock shall not bear interest.

At any time after all dividends on Preferred Stock for all previous quarterly dividend periods shall have been declared and paid in full and dividends on the outstanding Preferred Stock for the current quarterly dividend period have been declared and paid or set apart for payment in full, dividends may be paid on outstanding Common Stock out of, and Common Stock may be purchased or acquired by application of, any assets at the time legally available therefor.

The rights and preferences of the holders of Preferred Stock, hereinabove provided with respect to the payment of dividends, are and shall be prior and superior to the rights and preferences of the holders of any other shares, whether herebefore or hereafter created, of this corporation with respect to the payment of dividends.

(2) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of Preferred Stock, as a class, shall be entitled

to receive, from the assets of this corporation for each share of such Preferred Stock, a preferential amount equal to the par value per share thereof, and a further preferential amount equal to all unpaid and accumulated dividends thereon whether or not declared to the date that payment is made available to the holders of Preferred Stock. If, upon such liquidation, dissolution or winding up, the assets distributable to the holders of Preferred Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then such assets shall be distributed ratably among the shares of Preferred Stock. All of said preferential amounts to be paid to the holders of the Preferred Stock as provided in this Subparagraph (2) shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets of this corporation to, the holders of any other stock of this corporation in connection with such liquidation, dissolution or winding up.

After the payment, or the setting apart for the payment, to the holders of Preferred Stock of the preferential amounts payable to them (which amounts shall be payable in cash, to the extent available, and the balance out of the remaining assets of this corporation), the holders of Common Stock shall be entitled to receive, ratably, all remaining assets of this corporation. A liquidation, dissolution or winding up of this corporation, as such terms are used in this Subparagraph (2), shall not be deemed to be occasioned by or to include any consolidation or merger of this corporation with or into any other corporation or corporations.

The rights and preferences of the holders of Preferred Stock, hereinabove provided as to the assets of this corporation upon the voluntary or involuntary liquidation, dissolution or winding up of this corporation are and shall be prior and superior to the rights and preferences of the holders of any other shares, whether herebefore or hereafter created, of this corporation as to the assets of this corporation upon such liquidation, dissolution or winding up of this corporation.

(3) Redemption. The outstanding shares of Preferred Stock may be redeemed, in whole or in part, at the option of this corporation by a vote of the board of directors, at any time and from time to time on and after July 1, 1977, at a price per share equal to the par value per share thereof, together with an amount equal to all dividends unpaid and accumulated thereon whether or not declared to the date of redemption; provided, however, that the corporation may not make any partial redemption of the Preferred Stock without the payment on or before the redemption date of all dividends on all shares of Preferred Stock unpaid and accumulated thereon whether or not declared to the date of redemption. Notice of any proposed redemption of any shares of Preferred Stock shall be given by mailing a copy of such notice, postage prepaid, to the holders of record of Preferred Stock to be redeemed, at their respective addresses then appearing on the books of this corporation, not more than 60 nor less than 10 days prior to the date fixed for redemption, but no failure to mail such notice nor any defect therein or in the mailing thereof shall affect the validity of the proceeding for the redemption of any shares of Preferred Stock to be redeemed. On the date fixed for redemption of any shares of Preferred Stock, this corporation shall mail, postage prepaid, payment of the redemption price per share of the shares to be redeemed to the holders of record of Preferred Stock to be redeemed, at their respective addresses then appearing on the books of this corporation. Notice of redemption having been duly given, and the redemption price of the shares to be redeemed having been mailed, all as aforesaid, then all shares of Preferred Stock with respect to which such payment shall have been made shall forthwith, whether or not the certificates for such shares shall have been surrendered for cancellation, be deemed no longer to be outstanding for any purpose, and all rights with respect to such shares shall thereupon cease and terminate, except the right of the holders of such shares to receive the redemption price to which they are entitled, without interest. All shares of Preferred Stock redeemed by the corporation shall be cancelled and shall not be reissued.

(4) Voting. Except as otherwise provided by law, the holders of Preferred Stock shall not by reason of their holdings thereof be entitled to vote, the voting power being vested exclusively in the holders of Common Stock, nor shall they be entitled to notice of meetings of stockholders.

B. Common Stock

(1) Dividends. The holders of Common Stock shall be entitled to receive such dividends, if and when declared payable from time to time by the board of directors, from funds legally available therefor; provided, however, that no dividends shall be paid on outstanding Common Stock until such time as all dividends on Preferred Stock for all previous quarterly dividend periods shall have been declared and paid in full and dividends on the outstanding Preferred Stock for the current quarterly dividend period shall have been declared and paid or set apart for payment in full.

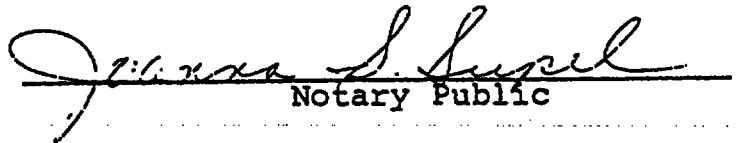
(2) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of Common Stock, as a class, shall be entitled, after payment or the setting apart for payment of the amounts to which the holders of Preferred Stock, as a class, shall be entitled, to receive ratably all remaining assets of this corporation. A liquidation, dissolution or winding up of this corporation, as such terms are used in this Subparagraph (2), shall not be deemed to be occasioned by or to include any consolidation or merger of this corporation with or into any other corporation or corporations.

(3) Voting. The holders of each outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders; and in case of any voting by the holders of the Common Stock, as members of a separate class, as provided by law, the holder of each outstanding share of Common Stock shall be entitled to one vote as a member of such separate class.

STATE OF ILLINOIS)
) ss.
COUNTY OF C O O K)

Be it remembered that on this 14th day of April 1977, personally came before me, Edwin R. Dunn, the sole incorporator of Le Creuset of America, Inc., a corporation of the State of Delaware, party to the foregoing instrument, known to me personally to be such, and acknowledged the said instrument to be his own act and deed, and the act and deed of said corporation; that the signature of the sole incorporator is his own proper handwriting; that the act of executing and delivering said instrument was duly authorized by the sole director of the corporation; that the corporation has not received any payment for any of its stock; that the amendment has been duly adopted in accordance with the provisions of Section 241 of the Delaware General Corporation Law; and that the facts stated in the foregoing instrument are true. Given under my hand and seal of office the day and year aforesaid.

NOTARIAL SEAL


Notary Public

My Commission Expires August 18, 1979.

State of Delaware
Office of the Secretary of State

I, WILLIAM T. OUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE. DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE-OF AMENDMENT OF "LE CREUSET OF AMERICA. INC." FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JANUARY. A.D. 1978. AT 10 O'CLOCK A.M.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *3866162

DATE: 04/20/1993

723110210

1130/78

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION

OF

LE CREUSET OF AMERICA, INC.

It is hereby certified that:

1. The name of the corporation is LE CREUSET OF AMERICA, INC.

2. The Certificate of Incorporation of the corporation is hereby amended as follows:

(a) By striking out the first paragraph of Article 4 and by substituting, in lieu thereof, the following:

4. The total number of shares of stock which the corporation shall have authorized to issue is thirteen thousand (13,000) shares of which eight thousand five hundred (8,500) shares, of the par value of one hundred dollars (\$100.00) each, amounting to eight hundred fifty thousand dollars (\$850,000.00), are preferred stock (hereinafter "Preferred Stock"); and four thousand five hundred (4,500) shares, of the par value of one hundred dollars (\$100.00) each, amounting to four hundred fifty thousand dollars (\$450,000.00), are common stock (hereinafter "Common Stock").

(b) By striking out the first sentence of subparagraph A(1) of Article 4 and by substituting in lieu thereof, the following:

A. Preferred Stock

(1) Dividends. The holders of Preferred Stock shall be entitled to receive, if and when declared payable from time to time by the board of directors, from funds legally available therefor, dividends at the rate of \$7.00 per annum per share, and no more, payable in cash quarterly on the first day of January, April, July and October in each year, commencing on the first day of July 1977, or on such first day of January, April, July or October following

the date of issuance, as the case may be, to the holders of record on the respective dates fixed for the purpose by the board of directors in advance of payment of each dividend.

3. The amendment to the Certificate of Incorporation herein certified has been duly adopted by the sole stockholder of the corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. The capital of the corporation will not be reduced under or by reason of the amendment herein certified.

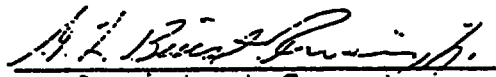
IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Incorporation has been signed and attested as of this 30th day of December 1977.



Paul Schmitt
Vice President

(Corporate Seal)

Attested:



Assistant Secretary

STATE OF ILLINOIS)
) ss.
COUNTY OF C O O K)

Be it remembered that on this 30th day of December 1977, personally came before me, Paul Schmitt, a vice-president of Le Creuset of America, Inc., (the "Corporation") a corporation of the State of Delaware, party to the foregoing instrument, known to me personally to be such, and acknowledged the said instrument to be the act and deed of said Corporation; that the act of executing and delivering said instrument was duly authorized by the stockholders and board of directors of the said Corporation; that the amendment has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law; and that the facts stated in the foregoing instrument are true. Given under my hand and seal of office the day and year aforesaid.


Notary Public

NOTARIAL SEAL

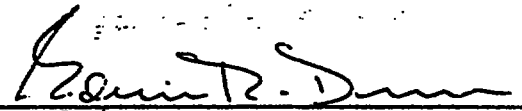
My Commission Expires 8/18/79

3. The amendment to the Certificate of Incorporation hereby certified has been duly adopted by the sole incorporator of the corporation in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware; the corporation has not received any payment for any of its stock; and its directors were not named in the original Certificate of Incorporation and have not yet been elected.

4. The capital of the corporation will not be reduced under or by reason of the amendment herein certified.

5. The effective date of the amendment herein certified shall be the date on which the original Certificate of Incorporation became effective.

IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Incorporation has been signed and attested on April 14, 1977.



Edwin R. Dunn
Sole Incorporator

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LE CREUSET OF AMERICA, INC." FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF FEBRUARY, A.D. 1978, AT 10 O'CLOCK A.M.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

*3866163

DATE:

04/20/1993

723110210

3 1 1 5 5 5 U #12/18

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION
OF
LE CREUSET OF AMERICA, INC.

It is hereby certified that:

1. The name of the corporation is LE CREUSET OF AMERICA, INC.

2. The Certificate of Incorporation of the corporation is hereby amended as follows:

(a) By striking out the first paragraph of Article 4 and by substituting, in lieu thereof, the following:

4. The total number of shares of stock which the corporation shall have authority to issue is seventeen thousand (17,000) shares, of which twelve thousand five hundred (12,500) shares, of the par value of one hundred dollars (\$100.00) each, amounting to one million two hundred fifty thousand dollars (\$1,250,000.00), are preferred stock (hereinafter "Preferred Stock"), and four thousand five hundred (4,500) shares, of the par value of one hundred dollars (\$100.00) each, amounting to four hundred fifty thousand dollars (\$450,000.00), are common stock (hereinafter "Common Stock").

(b) By striking out the first sentence of subparagraph A(1) of Article 4 and by substituting, in lieu thereof, the following:

A. Preferred Stock

(1) Dividends. The holders of Preferred Stock shall be entitled to receive, if and when declared payable from time to time by the board of directors, from funds legally available therefor, dividends at the rate of \$7.00 per annum per share, and no more, payable in cash quarterly on the first day of January, April, July and October in each year, commencing on the first day of July 1977, or on such first day of January, April, July or October following the

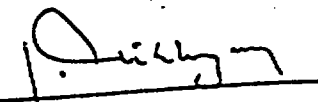
date of issuance, as the case may be, to the holders of record on the respective dates fixed for the purpose by the board of directors in advance of payment of each dividend.

3. The amendment to the Certificate of Incorporation herein certified has been duly adopted by the sole stockholder of the corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. The capital of the corporation will not be reduced under or by reason of the amendment herein certified.

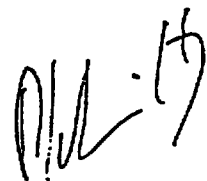
IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Incorporation has been signed and attested as of this 6th day of February 1978.

(Corporate Seal)



Joseph A. Miklaszewski

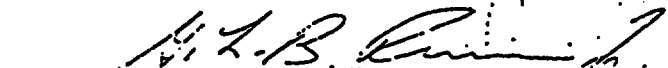
ATTESTED:



Paul Schmitt
Secretary

SOUTH CAROLINA
STATE OF ~~ILLINOIS~~)
Charleston) SS.
COUNTY OF ~~EXXXXXX~~)

Be it remembered that on this 6th day of February 1978, personally came before me Joseph A. Miklaszewski, President of Le Creuset of America, Inc. (the "Corporation"), a corporation of the State of Delaware, party to the foregoing instrument, known to me personally to be such, and acknowledged the said instrument to be the act and deed of said Corporation; that the act of executing and delivering said instrument was duly authorized by the stockholders and board of directors of the said Corporation; that the amendment has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law; and that the facts stated in the foregoing instrument are true. Given under my hand and seal of office the day and year aforesaid.



Notary Public for South Caro

My Commission Expires: 8-11-79

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE. DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LE CREUSET OF AMERICA, INC." FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1979. AT 10 O'CLOCK A.M.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *3866167

DATE: 04/20/1993

723110210

3/27/79

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION

OF

LE CREUSET OF AMERICA, INC.

It is hereby certified that:

1. The name of the corporation is LE CREUSET OF AMERICA, INC.
2. The Certificate of Incorporation of the corporation is hereby amended as follows:

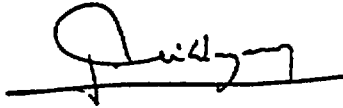
By striking out the first paragraph of Article 4 and by substituting, in lieu thereof, the following:

4. The total number of shares of stock which the corporation shall have authority to issue is nineteen thousand two hundred (19,200) shares, of which fourteen thousand seven hundred (14,700) shares, of the par value of one hundred dollars (\$100.00) each, amounting to one million four hundred seventy thousand dollars (\$1,470,000.00), are preferred stock (hereinafter "Preferred Stock"), and four thousand five hundred (4,500) shares, of the par value of one hundred dollars (\$100.00) each, amounting to four hundred fifty thousand dollars (\$450,000.00), are common stock (hereinafter "Common Stock").

3. The amendment to the Certificate of Incorporation herein certified has been duly adopted by the sole stockholder of the corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. The capital of the corporation will not be reduced under or by reason of the amendment herein certified.

IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Incorporation has been signed and attested as of this 12th day of March, 1979.



Joseph A. Miklaszewski
President

Corporate Seal

ATTESTED:



G.L.B. Rivers, Jr.
Assistant Secretary

STATE OF SOUTH CAROLINA))
COUNTY OF CHARLESTON) SS.

Be it remembered that on this 12th day of March, 1979, personally came before me Joseph A. Miklaszewski, President of the Le Creuset of America, Inc. (the "Corporation"), a corporation of the State of Delaware, party to the foregoing instrument, known to me personally to be such, and acknowledged the said instrument to be the act and deed of said Corporation; that the act of executing and delivering said instrument was duly authorized by the stockholders and board of directors of the said Corporation; that the amendment has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law; and that the facts stated in the foregoing instrument are true. Given under my hand and seal of office the day and year aforesaid.

Thomas E. Turner
Notary Public for South Carolina

My commission expires: 3/4/83

State of Delaware
Office of the Secretary of State

I. WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF CHANGE OF ADDRESS OF REGISTERED AGENT AS IT APPLIES TO "LE CREUSET OF AMERICA, INC." AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY. A.D. 1984, AT 4:30 O'CLOCK P.M.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

*3866169

DATE:

04/20/1993

723110210

FILED

JUL 27 1984 4:30 P.M.

CERTIFICATE OF CHANGE OF ADDRESS OF

REGISTERED OFFICE AND OF REGISTERED AGENT

PURSUANT TO SECTION 134 OF TITLE 8 OF THE DELAWARE CODE

To: DEPARTMENT OF STATE
Division of Corporations
Townsend Building
Federal Street
Dover, Delaware 19903

Richard C. Ketchum
SECRETARY OF STATE

Pursuant to the provisions of Section 134 of Title 8 of the Delaware Code, the undersigned Agent for service of process, in order to change the address of the registered office of the corporations for which it is registered agent, hereby certifies that:

1. The name of the agent is: The Corporation Trust Company
2. The address of the old registered office was:
100 West Tenth Street
Wilmington, Delaware 19801
3. The address to which the registered office is to be changed is:
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

The new address will be effective on July 30, 1984.

4. The names of the corporations represented by said agent are set forth on the list annexed to this certificate and made a part hereof by reference.

IN WITNESS WHEREOF, said agent has caused this certificate to be signed on its behalf by its Vice-President and Assistant Secretary this 25th day of July, 1984.

THE CORPORATION TRUST COMPANY
(Name of Registered Agent)

By

Virginia Colwell
(Vice-President)

ATTEST:

Therese Murray
(Assistant Secretary)

STATE OF DELAWARE - DIVISION OF CORPORATIONS
CHANGE OF ADDRESS FILING FOR
CORPORATION TRUST AS OF JULY 27, 1984
DOMESTIC

0837103 LE CREUSET OF AMERICA, INC.

04/14/1977 D. DE

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE. DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LE CREUSET OF AMERICA, INC." FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1984. AT 10 O'CLOCK A.M.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

*3866170

DATE:

04/20/1993

723110210

PL/22/54

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION

OF

LE CREUSET OF AMERICA, INC.

It is hereby certified that:

1. The name of the corporation is LE CREUSET OF AMERICA, INC.
2. The Certificate of Incorporation of the corporation is hereby amended as follows:

(a) By striking out the first paragraph of Article 4 and by substituting, in lieu thereof, the following:

4. The total number of shares of stock which the corporation shall have authority to issue is thirty-four thousand two hundred (34,200) shares, of which nineteen thousand seven hundred (19,700) shares, of the par value of one hundred dollars (\$100.00) each, amounting to one million nine hundred seventy thousand dollars (\$1,970,000.00) are preferred stock (hereinafter "Preferred Stock"), four thousand five hundred (4,500) shares, of the par value of one hundred dollars (\$100.00) each, amounting to four hundred fifty thousand dollars (\$450,000.00), are common stock (hereinafter "Common Stock"), and ten thousand (10,000) shares, of the par value of one hundred dollars (\$100.00) each, are series preferred stock (hereinafter "Series Preferred Stock").

(b) By adding the following paragraph C:

C. Series Preferred Stock

The Series Preferred Stock may be issued, at any time and from time to time, in one or more series as authorized from time to time by the board of directors. Prior to issuance of a series, the board of directors by resolution shall designate that series to distinguish it from other series and classes

of Series Preferred Stock of this corporation, shall specify the number of shares to be included in the series, and shall determine and state the relative rights, preferences, qualifications, limitations or restrictions of the shares of the series, including any voting, dividend, redemption, sinking fund and conversion rights. Subject to the provisions of the General Corporation Law of Delaware and the express terms of any other series of Series Preferred Stock outstanding at the time, the board of directors may increase or decrease the number of shares or alter the designation or classify or re-classify any unissued shares of a particular series of Series Preferred Stock by fixing or altering, in any one or more respects from time to time before issuing the shares, any terms, rights, restrictions and qualifications of the shares.

3. The amendment to the Certificate of Incorporation herein certified has been duly adopted by the sole stockholder of the corporation in accordance with the provisions of Section 242 of the General Corporation Law of Delaware.

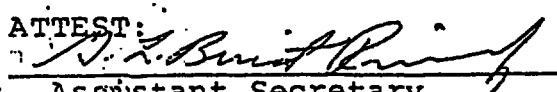
4. The capital of the corporation will not be reduced under or by reason of the amendment herein certified.

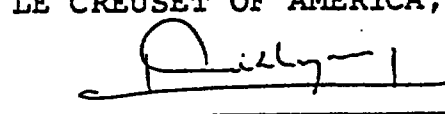
IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Incorporation has been signed and attested as of the 21 day of December 1984.

(Corporate Seal)

LE CREUSET OF AMERICA, INC.

ATTEST:


Assistant Secretary


President

STATE OF SOUTH CAROLINA)
) SS.
COUNTY OF CHARLESTON)

Be it remembered that on this 21st day of December 1984, personally came before me Joseph A. Miklaszewski and G. L. Buist Rivers, Jr., President and Assistant Secretary, respectively, of the Le Creuset of America, Inc. (the "Corporation"), a corporation of the State of Delaware, party to the foregoing instrument, known to me personally to be such, and acknowledged the said instrument to be the act and deed of said Corporation; that the act of executing and delivering said instrument was duly authorized by the stockholders and board of directors of the said Corporation; that the amendment has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law; and that the facts stated in the foregoing instrument are true. Given under my hand and seal of office the day and year aforesaid.


Notary Public for South Carolina

My commission expires: 2/28/93

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE. DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF STOCK DESIGNATION OF "LE CREUSET OF AMERICA. INC." FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF DECEMBER. A.D. 1984, AT 10:01 O'CLOCK A.M.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

*3866183

DATE:

04/20/1993

723110210

12/26/84

CERTIFICATE OF RESOLUTIONS

OF

BOARD OF DIRECTORS

OF

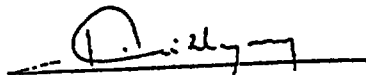
LE CREUSET OF AMERICA, INC.

Pursuant to Section 151 of the
General Corporation Law of Delaware

We, the undersigned, Joseph A. Miklaszewski, and G.L.B. Rivers, Jr., the President and Assistant Secretary, respectively, of Le Creuset of America, Inc., a Delaware corporation, the Certificate of Incorporation of which was filed in the office of the Recorder of New Castle County, Delaware, on April 14, 1977, and amendments thereto were subsequently duly filed and recorded, do hereby certify that by unanimous written consent of the Board of Directors of the Corporation pursuant to Section 141(f) of the General Corporation Law of Delaware on December 21, 1984, the recitals and resolutions attached hereto were duly adopted.

IN WITNESS WHEREOF, we have set our hands and the Corporation's seal this 24th day of December 1984.

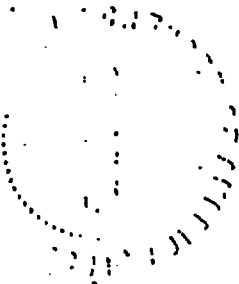
(Corporate Seal)



President



Assistant Secretary



SERIES A PREFERRED STOCK

RESOLUTIONS OF BOARD OF DIRECTORS
OF
LE CREUSET OF AMERICA, INC.

RESOLVED, That there is hereby created a series of preferred stock consisting of four thousand (4,000) shares, which shall be designated "Series A Preferred Stock" (hereinafter the "Series A Preferred Stock").

(1) Dividends. The holders of Series A Preferred Stock shall be entitled to receive, if and when declared payable from time to time by the board of directors, from funds legally available therefor, dividends at the rate of \$8.50 per annum per share, and no more, payable in cash quarterly on the first day of January, April, July and October in each year, commencing on the first day of January 1985, and on such first day of January, April, July or October following the date of issuance, as the case may be, to the holders of record on the respective dates fixed for the purpose by the board of directors in advance of payment of each dividend. With respect to any shares of Series A Preferred Stock issued within three months preceding any of such dates, the initial dividend thereon shall be prorated and paid for only such portion of said three-month period as shall precede such initial dividend payment date. Such dividends shall be cumulative so that if such dividends in respect of any previous quarterly dividend period and for the current quarterly period shall not have been paid on or declared and set apart for all shares of Series A Preferred Stock at the time outstanding, the deficiency shall be fully paid on or declared and set apart for such shares before any dividend or other distribution shall be paid on or declared or set apart for any other stock of this corporation and before any purchase or acquisition of such stock is made by this corporation. An accumulation of dividends on Series A Preferred Stock shall not bear interest.

At any time after all dividends on Series A Preferred Stock for all previous quarterly dividend periods shall have been declared and paid in full and dividends on the outstanding Series A Preferred Stock for the current quarterly dividend period have been declared and paid or set apart for payment in full, dividends may be paid on outstanding Common Stock out of, and Common Stock may be purchased or acquired by application of, any assets at the time legally available therefor.

The rights and preferences of the holders of Series A Preferred Stock, hereinabove provided with respect to the payment of dividends, are and shall be prior and superior to the rights and preferences of the holders of any other shares (except for shares of this corporation's Preferred Stock), whether heretofore or hereafter created, of this corporation with respect to the payment of dividends.

(2) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of Series A Preferred Stock, as a class, shall be entitled to receive, from the assets of this corporation for each share of such Series A Preferred Stock, a preferential amount equal to the par value per share thereof, and a further preferential amount equal to all unpaid and accumulated dividends thereon whether or not declared to the date that payment is made available to the holders of Series A Preferred Stock. If, upon such liquidation, dissolution or winding up, the assets distributable to the holders of Series A Preferred Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then such assets shall be distributed ratably among the shares of Series A Preferred Stock. All of said preferential amounts to be paid to the holders of the Series A Preferred Stock as provided in this Subparagraph (2) shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets of this corporation to, the holders of any other stock of this corporation (except the Preferred Stock) in connection with such liquidation, dissolution or winding up.

After the payment, or the setting apart for the payment, to the holders of Series A Preferred Stock of the preferential amounts payable to them (which amounts shall be payable in cash, to the extent available, and the balance out of the remaining assets of this corporation) and to the holders of Preferred Stock, the holders of Common Stock shall be entitled to receive, ratably, all remaining assets of this corporation. A liquidation, dissolution or winding up of this corporation, as such terms are used in this Subparagraph (2), shall not be deemed to be occasioned by or to include any consolidation or merger of this corporation with or into any other corporation or corporations.

The rights and preferences of the holders of Series A Preferred Stock, hereinabove provided as to the assets of this corporation upon the voluntary or involuntary liquidation, dissolution or winding up of this corporation are and shall be prior and superior to the rights and preferences of the holders of any other shares (except for shares of this corporation's Preferred Stock), whether heretofore or hereafter created, of this corporation as to the assets of this corporation upon such liquidation, dissolution or winding up of this corporation.

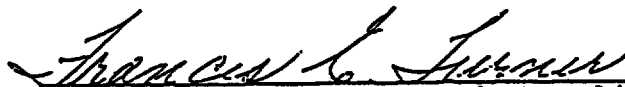
(3) Redemption. The outstanding shares of Series A Preferred Stock may be redeemed, in whole or in part, at the option of this corporation by a vote of the board of directors, at any time and from time to time on and after July 1, 1985, at a price per share equal to the par value per share thereof, together with an amount equal to all dividends unpaid and accumulated thereon whether or not declared to the date of redemption; provided, however, that the corporation may not make any partial redemption of the Series A Preferred Stock without the payment on or before the redemption date of all dividends on all shares of Series A Preferred Stock unpaid and accumulated thereon whether or not declared to the date of redemption. Notice of any proposed redemption of any shares of Series A Preferred Stock shall be given by mailing a copy of such notice, postage prepaid, to the holders of record of Series A Preferred Stock to be redeemed, at their respective addresses then appearing on the books of this corporation, not more than 60 nor less than 10 days prior to the date

fixed for redemption, but no failure to mail such notice nor any defect therein or in the mailing thereof shall affect the validity of the proceeding for the redemption of any shares of Series A Preferred Stock to be redeemed. On the date fixed for redemption of any shares of Series A Preferred Stock, this corporation shall mail, postage prepaid, payment of the redemption price per share of the shares to be redeemed to the holders of record of Series A Preferred Stock to be redeemed, at their respective addresses then appearing on the books of this corporation. Notice of redemption having been duly given, and the redemption price of the shares to be redeemed having been mailed, all as aforesaid, then all shares of Series A Preferred Stock with respect to which such payment shall have been made shall forthwith, whether or not the certificates for such shares shall have been surrendered for cancellation, be deemed no longer to be outstanding for any purpose, and all rights with respect to such shares shall thereupon cease and terminate, except the right of the holders of such shares to receive the redemption price to which they are entitled, without interest. All shares of Series A Preferred Stock redeemed by the corporation shall be cancelled and shall not be reissued.

(4) Voting. Except as otherwise provided by law, the holders of Series A Preferred Stock shall not by reason of their holdings thereof be entitled to vote, the voting power being vested exclusively in the holders of Common Stock, nor shall they be entitled to notice of meetings of stockholders.

STATE OF SOUTH CAROLINA)
) SS.
COUNTY OF CHARLESTON)

Be it remembered that on this 24th day of December 1984, personally came before me Joseph A. Miklaszewski and G. L. Buist Rivers, Jr., President and Assistant Secretary, respectively, of the Le Creuset of America, Inc. (the "Corporation"), a corporation of the State of Delaware, party to the foregoing instrument, known to me personally to be such, and acknowledged the said instrument to be the act and deed of said Corporation; that the act of executing and delivering said instrument was duly authorized by the board of directors of the said Corporation; that the resolutions have been duly adopted in accordance with the provisions of Section 151(g) of the Delaware General Corporation Law; and that the facts stated in the foregoing instrument are true. Given under my hand and seal of office the day and year aforesaid..


Notary Public for South Carolina

My commission expires: 2/28/93



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

2H17
AS

JOHN SHARP • COMPTROLLER • AUSTIN, TEXAS 78774

CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS I

COUNTY OF TRAVIS I

I, John Sharp, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY
that according to the records of this office

HALLEN COMPANY

is, as of this date, in good standing with this office for the purpose of merger, withdrawal of an out-of-state corporation or dissolution under Article 6.01 of the Texas Business Corporation Act having filed the required franchise tax reports and having paid the franchise tax computed to be due thereunder through 12-31-93

This certificate is not valid for the purpose of dissolution under Article 6.06 of the Texas Business Corporation Act or withdrawal of a limited liability company.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 28th day of
April, 19 93 A.D.

A handwritten signature in cursive script, reading "John Sharp", is written over the printed name.

JOHN SHARP
Comptroller of Public Accounts