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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- ~~BASKETSW TREASURES, INC~~
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
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- _____
 (Corporation Name) (Document #)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 SEP 27 PM 12:09

FILED

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 27 AM 11:34

RECEIVED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 27, 1999

LAZARUS

MIAMI, FL

SUBJECT: BASKETS 'N TREASURES, INC.
Ref. Number: W99000022236

We have received your document for BASKETS 'N TREASURES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 799A00047075

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BASKETS R US.COM, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is BASKETS R US.COM, INC. (Hereinafter called the "Corporation").

ARTICLE II

The address of the principal place of business and the mailing address of the Corporation is 9301 SW 83rd Street, Miami, Florida 33173.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is held.

ARTICLE V

The street address of the Corporation's initial registered office is 9301 SW 83rd Street, City of Miami, County of Miami-Dade, State of Florida, 33173 and the name of its initial registered agent at such office is Ana G. Perez-Abreu.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is (2), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Ana G. Perez-Abreu
9301 SW 83rd Street
Miami, Florida 33173

Lilia R. Kelly
8661 SW 154th Circle Place, Unit 1F
Miami, Florida 33193

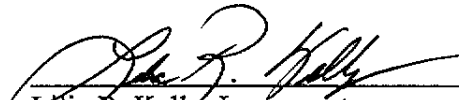
ARTICLE VII

The name of the Incorporator is Lilia R. Kelly and street address is 8661 SW 154th Circle Place, Unit 1F, Miami, Florida 33193.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

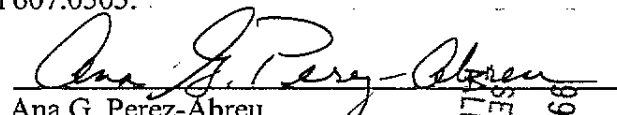
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 24th day of September, 1999.



Lilia R. Kelly, Incorporator

ACCEPTANCE AND APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of BASKETS R US.COM, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Ana G. Perez-Abreu
Registered Agent
Dated: September 24, 1999

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