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Marc I. Solomon
Attorney At Law

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 25 PM 2:42

February 20, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/25/02--01046--016
*****78.75 *****78.75

Dear Sir or Madam:

I am enclosing for filing the Articles of Incorporation for Basket of Books, Inc. I am further enclosing a check made payable to the Florida Department of State in the sum of \$78.75. This sum represents the Filing fee, Designation of Registered Agent fee and the fee for a certified copy of the Articles of Incorporation.

If you have any questions with regard the enclosed filing, please contact the undersigned at (561) 750-1399.

Very Truly Yours,

Marc I. Solomon, Esq.

F. CHESSER

MAR 1

Marc I. Solomon, P.A.
4400 N. Federal Highway • Suite 210
Boca Raton, Florida 33431
Phone: (561) 750-1399 • Fax: (561) 392-6282
E-mail: msolomon@wiredol.com

**ARTICLES OF INCORPORATION
OF
BASKET OF BOOKS, INC.**

In compliance with the requirements of F.S. Chapter 617.0202 the undersigned, being a natural person, hereby acts as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I-NAME

The name of the Corporation ("Corporation") is Basket of Books, Inc.

ARTICLE II-PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 2514 Southwest 10th Street, Boynton Beach, FL 33426.

ARTICLE III-NONPROFIT PURPOSES

Section 1. IRC SECTION 501 (C)(3) PURPOSES

This corporation is organized exclusively for charitable and educational purposes, more specifically to promote literacy. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code. All funds, whether income or principal, and whether acquired by gift or contributions or otherwise, shall be devoted to said purposes.

Section 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be to work as an outreach community project with elementary schools (Pre K to 5th Grade) in our community to place books in the homes of economically disadvantaged students to help their literacy skills. To work with the students and parents to improve literacy skills at home that will enable these students to "make the grade".

ARTICLE IV-MANNER OF ELECTION OF DIRECTORS

The initial board of directors shall consist of four members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than four. The names and addresses of the persons who will serve on the initial board of directors are:

Name/Address

Winnifred A. Nelson
2514 S.W. 10th Street
Boynton Beach, FL 33432

Daphne O'Connor
301 S.E. 7th Street
Delray Beach, FL 33483

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Theresa L. O'Meara
408 S.W. 1st Street
Boynton Beach, FL 33435

Allie L. Braswell, Jr.
667 Plantation Boulevard
West River, MD 20778

ARTICLE V-INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial street address of the Corporation's registered office is 4400 N. Federal Highway, Suite 210, Boca Raton, FL 33431. The initial registered agent for the Corporation at that address is Marc I. Solomon, Esq.

ARTICLE VI-INCORPORATOR

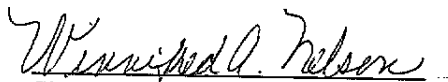
The name and street addresses of the person signing these articles of incorporation is:

Name/Address

Winnifred A. Nelson
2514 S.W. 10th Street
Boynton Beach, FL 33432

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on February 19, 2002.

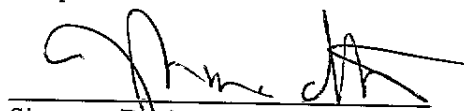
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Signature/Incorporator

2/19/02
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position.


Signature/Registered Agent

2/19/02
Date