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December 27, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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*****78.75 *****78.75

Subj: Incorporation of Gift Baskets By Shari, Inc.

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of theses Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at 6519 Pleasant Ave, Cocoa, FL. 32927.

If there are any questions concerning this filing, please contact me at (321) 433 - 0897.

Thank you for your assistance in this matter.

Sincerely,

Shari Glover
Shari Glover

ARTICLES OF INCORPORATION
OF
GIFT BASKETS BY SHARI, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is
GIFT BASKETS BY SHARI, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all
lawful business. The specific purpose is to provide gift and promotional items.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value
common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this
corporation of the same kind, class or series as that which he/she already holds,
shall have the right to purchase his/her pro rata share (as nearly as may be done
without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6519 Pleasant Ave, Cocoa, FL. 32927, and the name of the initial a registered agent of the corporation at that address is Shari Glover.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Shari Glover
6519 Pleasant Ave
Cocoa, FL 32927

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 6519 Pleasant Ave, Cocoa, Brevard County, FL 32927.

ARTICLE IX INCORPORATOR

The name and address of the person signing these articles is:

Shari Glover
6519 Pleasant Ave
Cocoa, FL 32927

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 27 day of December 1999.

Shari Glover
Shari Glover

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 27 day of December 1999.

Kenneth G. Harris
Notary Public



KENNETH G. HARRIS
COMMISSION # CC 521741
EXPIRES JAN 1, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes,
the following is submitted:

That Gift Baskets By Shari, Inc. desiring to organize under the laws of the
State of Florida, with its principal office at 6519 Pleasant Ave, Cocoa, FL. 32927,
has named Shari Glover, located at 6519 Pleasant Ave, Cocoa, FL. 32927, as
it's agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named
Corporation, at the place designated in this certificate, the undersigned agrees to
act in this capacity, relative to keeping the designated office open.



Shari Glover
Registered Agent