

JOHNSON & BRYANT
ATTORNEYS IN COUNSELORS AT LAW

AMBER JADE F. JOHNSON, P.A.
CARLA DEL DACH BRYANT

July 13, 2000

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

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-07/17/00--01100--025
*****35.00 *****35.00

RE: The First Amendment to the Articles of Incorporation of Simply Susan

Dear Sir or Madam:

Enclosed please find the following:

1. The Articles First Amendment to the Articles of Incorporation for Simply Susan;
2. My office check in the amount of \$35.00 for the filing fee.

Thank you for your immediate attention to this matter. If you have any questions regarding the above, please call me at (407) 740-5005.

Very truly yours,

Amber Jade F. Johnson

Amber Jade F. Johnson

AJJ/csr
cc: Client

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cant bring me*

AM/Rest/NC

*ELC
8/22*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 18, 2000

AMBER JADE F. JOHNSON
JOHNSON & BRYANT
1201 SOUTH ORLANDO AVE., SUITE 350
WINTER PARK, FL 32789

SUBJECT: SIMPLY SUSAN, INC.
Ref. Number: P00000004403

We have received your document for SIMPLY SUSAN, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The date of adoption of each amendment must be included in the document.

Please return 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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 300A00044516

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SIMPLY SUSAN, INC.**

FILED
00 AUG 21 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The date of adoption for the following amendments is August 15, 2000. The original Article Incorporator, is deleted and not replaced and the following text are the amendments adopted and restated:

ARTICLE I - Name

The name of this Corporation shall be:

EASTWIND BASKET COMPANY

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 8981 Charleston Park, Orlando, Florida 32819.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$00.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI - Initial Registered Agent and Street Address

The street address of the initial registered office of this Corporation is 8981 Charleston Park, Orlando, Florida 32819, and the name of the initial registered agent of this Corporation and at that address is Lucretia Haag.

ARTICLE VII - Certificate of Amendment

This amendment was approved by the shareholders and the number of votes cast for the amendment by the shareholders was sufficient for approval. This amendment was unanimously approved by the board of directors.

IN WITNESS WHEREOF, these Articles of Restatement and Restated Articles of
Incorporation have been executed this 18 day of August, 2000.

Simply Susan, Inc.

By: Susan Haag
Susan Haag, President