

DEAN, RINGERS, MORGAN AND LAWTON

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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RONALD P. GRENINGER
MICHAEL A. LOWE

ANDREW L. RINGERS+
OF COUNSEL

+++ ADMITTED TO THE DIST. OF COLUM. BAR
** ADMITTED TO THE ILLINOIS BAR

GOBLE D. DEAN [RETIRED]
DALE O. MORGAN*
WILLIAM E. LAWTON +++
LAMAR D. OXFORD
F. SCOTT PENDLEY+++
JOHN D. ROBINSON
FRANK C. VESTIGIAN +
JEFFREY J. BRANHAM +
JOSEPH W. FLOOD JR.
ALAN D. CALINO *****

* FLORES BAR BO... TIFIED
CIVIL LAW
+ FLORES BAR...
WORKS...
++ AD...
T... E... G...

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: A WORLD OF BASKETS, INC.

Dear Ladies and Gentlemen:

Enclosed is the original and a duplicate copy of the Articles of Incorporation of this proposed corporation. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify same and return to us.

Also enclosed is a certificate designating place of business or domicile for service of process within this state, naming agent upon whom process may be served. A telephone check with your office indicated that the corporate name, A WORLD OF BASKETS, INC. is not in use at this time.

A check is also enclosed in the amount of \$78.75 to cover the \$35.00 filing fee, \$8.75 fee for a certified copy of the Certificate of Incorporation and \$35.00 for designation of registered agent.

If you have any questions regarding this, please do not hesitate to contact our office.

Very truly yours,

John D. Robinson
JOHN D. ROBINSON

JDR:pmg
Enclosures
22130001

FILED
00 MAR 24 PM 3:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 7, 2000

DEAN RINGERN MORGAN AND LAWTON
% JOHN D. ROBINSON
POST OFFICE BOX 2928
ORLANDO, FL 32802

SUBJECT: A WORLD OF BASKETS, INC.
Ref. Number: W00000005996

We have received your document for A WORLD OF BASKETS, 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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

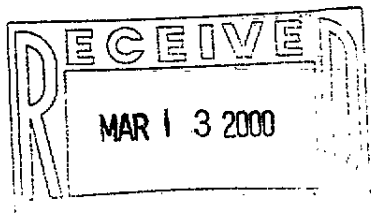
Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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: 000A00012489



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CIVIL TRIAL LAWYER
+ FLORIDA BAR BOARD CERTIFIED
WORKERS' COMPENSATION LAWYER

** ADMITTED TO THE GEORGIA BAR

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** ADMITTED TO THE ILLINOIS BAR

March 20, 2000

Ms. Loria Poole
Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Your Letter Number: 000A00012489

Dear Ms. Poole:

Pursuant to your March 7, 2000 letter, enclosed please find an original and duplicate copy of the revised Articles of Incorporation with the new name of A GALAXY OF GIFT BASKETS, INC. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify same and return to us.

Also enclosed is a certificate designating place of business or domicile for service of process within this state, naming agent upon whom process may be served. A telephone check with your office indicated that the corporate name, A GALAXY OF GIFT BASKETS, INC. is not in use at this time.

If you have any questions regarding this, please do not hesitate to contact our office

Very truly yours,


JOHN D. ROBINSON

JDR:pmg
Enclosures
cc: Mrs. Deborah J. Peterson, w/enclosure
22130001

ARTICLES OF INCORPORATION
OF
A GALAXY OF GIFT BASKETS, INC.

FILED
00 MAR 24 PM 3:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, the subscriber to these Articles of Incorporation, being a person of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is A GALAXY OF GIFT BASKETS, INC.

ARTICLE II

The duration of this corporation shall be perpetual. The date and time of the commencement of the corporate existence shall begin March 30, 2000.

ARTICLE III

The purpose of this corporation shall be any and all lawful business purposes as set forth by Florida Statutes.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue shall be 100 shares of common stock. Each share shall have the par value of \$1.00 per share and shall consist of one class only.

ARTICLE V

The street address of the initial principal office of this corporation is 13007 Quail Court, Orlando, Florida 32828 and the mailing address of this corporation is P. O. Box 781018, Orlando, Florida 32878-1018.

ARTICLE VI

The initial registered agent of this corporation shall be JOHN D. ROBINSON, 200 East Robinson Street, Suite 1020, Orlando, Florida 32801.

ARTICLE VII

The number of directors constituting the initial board of directors of this corporation shall be one (1). The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders. The name and street address of the director of this corporation who shall hold office for the first year or until his successor is chosen, shall be:

Deborah J. Peterson, 13007 Quail Court, Orlando, Florida 32828

ARTICLE VIII

The name and address of the incorporator to these Articles of Incorporation is:

Deborah J. Peterson, 13007 Quail Court, Orlando, Florida 32828

Deborah J. Peterson
Deborah J. Peterson

STATE OF FLORIDA

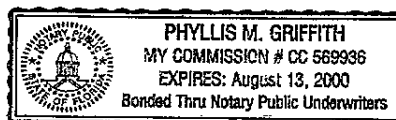
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, on this day personally appeared DEBORAH J. PETERSON, to me well known to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of March, 2000.

Phyllis M. Griffith
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:
8/13/2000



ACCEPTANCE OF REGISTERED AGENT

I, JOHN D. ROBINSON, do hereby accept the office of Registered Agent of the corporation known as A GALAXY OF GIFT BASKETS, INC.

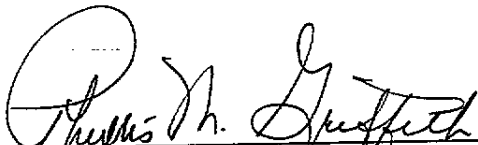

JOHN D. ROBINSON

STATE OF FLORIDA

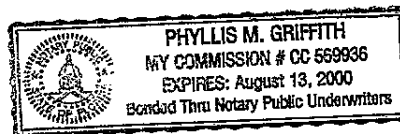
COUNTY OF ORANGE

BEFORE ME, the undersigned officer, duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared JOHN D. ROBINSON, known to me to be the person described as the Registered Agent of the corporation known as A GALAXY OF GIFT BASKETS, INC., and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 20th day of March, 2000.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 8/13/2000



FILED
00 MAR 24 PM 3:15
TALLAHASSEE FLORIDA
SECRETARY OF STATE