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OF COUNSEL:

BYRON B. MATHEWS, JR.

PLEASE REPLY TO:
MELBOURNE OFFICE

PO1000005399

June 26, 2001

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

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

Re: Basil Leaf, Inc.
Our File No. 601-1775

Dear Sir/Madam,

Enclosed please find an original and one copy of the Articles of Incorporation for *Basil Leaf, Inc.* for filing with your office. Also enclosed is our client's check in the amount of \$78.75 which represents the necessary filing fee. Please return a copy of the filed document to my office in the envelope provided for your convenience.

If you have any questions, please do not hesitate to call me.

Sincerely,

AMUNDSEN, MOORE & TORPY

Richard E. Torpy/ecw

Richard E. Torpy

RET:ecw
Enclosures

FILED
2001 JUN 28 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

157/2/01

EFFECTIVE DATE

6/26/01

ARTICLES OF INCORPORATION

OF

BASIL LEAF, INC.

FILED

2001 JUN 28 PM 2:40

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is BASIL LEAF, INC.

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

ARTICLE IV

This Corporation is authorized to issue Two Hundred (200) shares of \$1.00 Dollar par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 24 S. Babcock Street, Melbourne, Florida 32901. The address, in Florida, of the initial registered agent of this

Corporation is 202 N. Harbor City Blvd, Ste. 300, Melbourne, FL 32935 and the name of the initial registered agent of this Corporation at that address is Richard E. Torpy.

ARTICLE VII

The initial Board of Directors shall consist of One Director initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Jeffrey J. Cianella
5260 Palomino Drive
Melbourne, Florida 32934

ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

The name and address of the initial incorporator is as follows:

Jeffrey J. Cianella
5260 Palomino Drive
Melbourne, FL 32934

ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this th 26 day of June, 2001.


Jeffrey J. Cianella, Incorporator

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

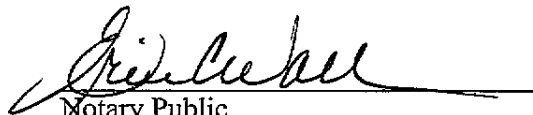


Richard E. Torpy, Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, Jeffrey J. Cianella, who is personally known to me or produced Florida DL as identification, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

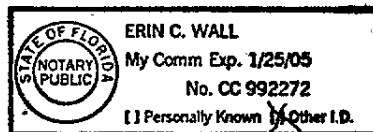
WITNESS my hand and official seal in the County and State aforesaid this 26th day of June, 2001.



Notary Public
State of Florida at Large

My Commission Expires:

1/25/05



FILED
2001 JUN 28 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA