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FLORIDA PROFIT CORPORATION OR P.A.

MRS. B'S BASKETS, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
MRS. B'S BASKETS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation of such Corporation:

ARTICLE I
NAME

The name of the corporation shall be MRS. B'S BASKETS, INC.

ARTICLE II
DURATION

The corporate existence shall begin at the time of subscription and acknowledgment of these Articles, except that in the event these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The purpose for which the Corporation is organized is 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

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

This instrument prepared by:
Fredric C. Buresh, Esq.
800 S.E. Third Ave., 4th Floor
Ft. Lauderdale, FL 33316
(954) 525-2300
FL Bar No. 167614

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ARTICLE V
PRINCIPAL OFFICE

The principal office of this corporation is at 101 Pineapple Grove Way, #76, Delray Beach, Florida 33444.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 800 S.E. Third Avenue, 4th Floor, Fort Lauderdale, Florida 33316 and the name of its initial registered agent at that address is Fredric C. Buresh.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Kenneth Valentine

18654 Shauna Manor Drive
Boca Raton, FL 33496

ARTICLE VIII
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 already holds, shall have the right to purchase his 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 IX
CUMULATIVE VOTING

At each election for Directors, every Shareholder entitled to vote in the election shall have the right to cumulate his vote by giving one candidate as many votes as the number of Directors at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE XI
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

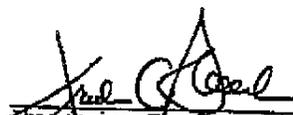
ARTICLE XII
INCORPORATORS

The name and address of the incorporator and the person signing these Articles is:

Fredric C. Buresh

800 S.E. Third Ave., 4th Floor
Ft. Lauderdale, FL 33316

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Fort Lauderdale, Florida, this 10th day of October, 2001.



Fredric C. Buresh

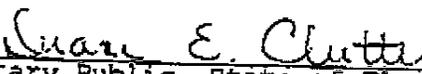
STATE OF FLORIDA

SS.

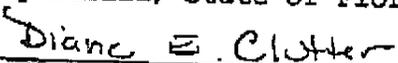
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 10th day of October, 2001, by Fredric C. Buresh, who is personally known to me or who has produced identification as shown below and did take an oath.

Sworn to and subscribed before me on the day and year above written.



Notary Public, State of Florida

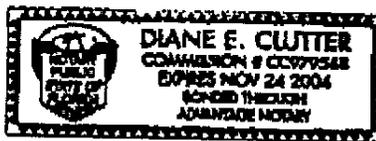


(Print Name Here)

My Commission Expires:

Identification produced:

personally known



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.034 Florida Statutes, the following is submitted in compliance with said Act:

First that Mrs. B's Baskets, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 101 Pineapple Grove Way, #76, Delray Beach, Florida 33444, County of Palm Beach, State of Florida, has named Fredric C. Buresh, located at 800 S.E. Third Avenue, 4th Floor, Ft. Lauderdale, Florida 33316, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By *Fredric C. Buresh*
Fredric C. Buresh
Registered Agent

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