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FILED

BASKETS-N-STUFF, INC.
10750 N. 56th Street
Temple Terrace, Florida 33617

02 FEB 25 AM 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

03-01-02

November 28, 2001

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

Subject: Baskets-N-Stuff, Inc.

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-02/26/02--01009--006

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

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$ 78.75. This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation and fee for the Registered Agent Designation for the above named corporation.

Please return my certified copy to the following address:

Baskets-N-Stuff, Inc.
10750 N. 56th Street
Temple Terrace, Florida 33617

Very truly yours,



Tara D. Judkins
President

CB 2-28

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

BASKETS-N-STUFF, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be

BASKETS-N-STUFF, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10750 N. 56th Street
Temple Terrace, Florida 33617

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in retail sales, and any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue on hundred shares (100) of one (\$1.00) par value Common Stock, which shall be designated "common shares".

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Tara D. Judkins
10750 N. 56th Street
Temple Terrace, Florida 33617

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1) which shall constitute a quorum. The name of the initial directors of the corporation are as follows:

Tara D. Judkins
10750 N. 56th Street
Temple Terrace, Florida 33617

ARTICLE VIII - INCORPORATORS

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

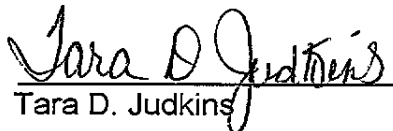
Tara D. Judkins
10750 N. 56th Street
Temple Terrace, Florida 33617

ARTICLE IX - EFFECTIVE DATE

The effective date of this corporation shall be:

March
~~February~~ 01, 2002

The undersigned has executed these articles of incorporation this 30th day of November, 2001.

 President
Tara D. Judkins

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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02 FEB 25 AM 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

Baskets-N-Stuff, Inc.

2. The name and address of the registered agent and office is:

Tara D. Judkins (President)
10750 N. 56th Street
Temple Terrace, Florida 33617

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNED: Tara D Judkins

DATE: _____