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March 2, 1995

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

500000 1421905
03/06/95-01034-012
****122.50 ****122.50

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for The Basket Case of South Florida and a xerox copy of the original along with check # 345 in the amount of \$122.50. I have also included a copy of the letter sent to us when we registered our fictitious name on July 13, 1992.

Sincerely,

Silvia S. Benitez
Silvia S. Benitez
The Basket Case of South Florida

95 MR-5 FEB 250
SECY OF STATE
TALLAHASSEE, FLA.

FILED

ARTICLES OF INCORPORATION
OF
THE BASKET CASE OF SOUTH FLORIDA, INC.

The undersigned, acting as incorporator of THE BASKET CASE OF SOUTH FLORIDA, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is The Basket Case of South Florida, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

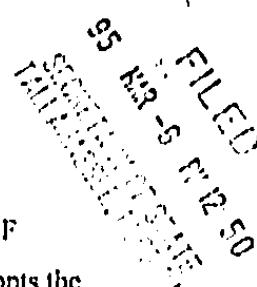
The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the



corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial office of the corporation is 9975 S.W. 161 Street, Miami, Florida 33157 and the name of the corporation's initial registered agent at that address is Silvia Little.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one (1). The name(s) and street address(es) of the initial director(s) are:

<u>NAME</u>	<u>ADDRESS</u>
Silvia Little	9975 S.W. 161 Street Miami, Florida 33157
Silvia S. Benitez	14491 S.W. 161 Street Miami, Florida 33177

ARTICLE VII. INCORPORATORS

The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Silvia S. Benitez	14491 S.W. 161 Street Miami, Florida 33177

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he

assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 21st day of February 1995.

STATE OF FLORIDA }
 } SS
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this 27th
day of February 1995 by Silvia S. Benitez who is personally known to me, or
who has provided a Florida Driver's License as identification.

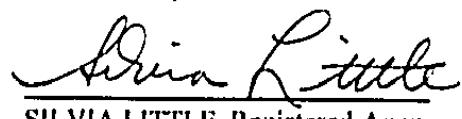
Carlos A. Duart
NOTARY PUBLIC, State of Florida
at Large
Serial No. OFFICIAL NOTARY SEAL
CARLOS A DUART
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO CC358114
MY COMMISSION EXP. MAR 21,1998

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That THE BASKET CASE OF SOUTH FLORIDA, INC. desiring to organize under the laws of the State of Florida, has named Silvia Little, located at 9975 S.W. 161 Street, Miami, FL. 33157, County of Dade, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to maintaining the registered office.


SILVIA LITTLE Registered Agen.

95-1438-6-71251
SECRETARY OF STATE
TALLAHASSEE, FLA.

FILED