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TO: DIVISION OF CORPORATIONS  
 DEPARTMENT OF STATE  
 STATE OF FLORIDA  
 409 EAST GAINES STREET  
 TALLAHASSEE, FL 32300  
 FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
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 SUITE 200  
 MIAMI FL 33135-  
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 FAX: (305) 541-3770

(((H90000000374))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
 NAME: THE BASKET FACTORY, INC.  
 FAX AUDIT NUMBER: H90000000374 CURRENT STATUS: REQUESTED  
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**ARTICLES OF INCORPORATION  
OF  
THE BASKET FACTORY, INC.**

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**ARTICLE I - NAME**

The name of the Corporation is The Basket Factory, Inc.

**ARTICLE II - PURPOSE**

Any lawful activity or business permitted under the laws of the United States or the State of Florida.

**ARTICLE III - 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IV - INITIAL REGISTERED OFFICE  
AND AGENT**

The principal place of business and the mailing address of the Corporation is 2333 Tecumseh Drive, West Palm Beach, Florida, 33409, and the name of the initial registered agent of this Corporation, at that address, is SUSAN KAPLAN.

**ARTICLE V - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

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Prepared by:

HANS S. MILMAN, P.A.  
2100 S. Dixie Road  
Suite 1602  
Miami, Florida 33136  
(305) 679-2100

FIBa1 # 091901

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished in time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

**SUSAN KAPLAN**  
2333 Tecumseh Drive  
West Palm Beach, Florida 33409

**LESLI H. SCHWARTZ**  
460 Kelsey Park Drive  
Palm Beach Gardens, Fl 33410

**ARTICLE VII - INCORPORATOR(S)**

The names and addresses of the persons signing these Articles are:

**SUSAN KAPLAN**  
2333 Tecumseh Drive  
West Palm Beach, Florida 33409

**LESLI H. SCHWARTZ**  
460 Kelsey Park Drive  
Palm Beach Gardens, Fl 33410

**ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI - CALLING OF SPECIAL MEETING**

Special meetings of shareholders may be called by any stockholder of the Corporation.

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**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**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

**ARTICLE XII - CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of five Dollar (\$5.00) par value.

IN WITNESS WHEREOF, the undersigned subscribers, SUSAN KAPLAN and LESLI H. SCHWARTZ, have executed these Articles of Incorporation, this 10 day of January, 1996.

*Susan Ellen Kaplan*  
\_\_\_\_\_  
SUSAN KAPLAN a/k/a  
SUSAN ELLEN KAPLAN

*Lesli H. Schwartz*  
\_\_\_\_\_  
LESLI H. SCHWARTZ

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared SUSAN KAPLAN and LESLI H. SCHWARTZ, who being by me first duly sworn, deposes and says that they executed the foregoing Articles of Incorporation, and they are true and correct to the best of their knowledge and belief.

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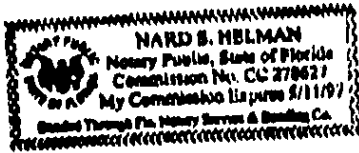
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SWORN TO AND SUBSCRIBED before me this 6 day of January, 1996, by SUSAN KAPLAN and LESLI H. SCHWARTZ, who did take an oath.

*[Handwritten Signature]*

Notary Public  
Print Name: NARD S. HELMAN

Personally known to me or  
 Produced Identification



Type of Identification \_\_\_\_\_

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**CERTIFICATE DESIGNATING REGISTERED AGENT OR  
REGISTERED OFFICE FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA**

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In compliance with Chapter 607.037, Florida Statutes,  
the following is submitted:

First -- That THE BASKET FACTORY, INC., with its  
principal place of business at 2333 Tecumseh Drive, West Palm  
Beach, Florida, 33409, has named SUSAN KAPLAN, located at 2333  
Tecumseh Drive, West Palm Beach, Florida, 33409, as Registered  
Agent.

The street address of the registered office and the  
street address of the business office of the registered agent, as  
shown, are identified.

*x Susan Ellen Kaplan*  
SUSAN KAPLAN a/k/a SUSAN ELLEN KAPLAN  
President

Dated: January 6, 1996

*x Susan Ellen Kaplan*  
SUSAN KAPLAN a/k/a SUSAN ELLEN KAPLAN  
Registered Agent

Dated: January 6, 1996

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