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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: THE BASKET FACTORY, INC.

FAX AUDIT NUMBER: H96000000374

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**ARTICLES OF INCORPORATION
OF
THE BASKET FACTORY, INC.**

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.

Prepared by:

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

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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

LESLY 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

LESLY 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

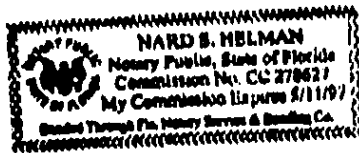
COUNTY OF PALM BEACH

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


Notary PublicPrint 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**

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.

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

Dated: January 6, 1996

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

Dated: January 6, 1996

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