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January 9, 1996

Office of the Secretary of State  
Division of Corporations  
State of Florida  
P.O. Box 6327  
Tallahassee, FL 32301

Re: Ribbon & Raffia Gift Baskets, Inc.  
Our File: 4864/10300

To Whom It May Concern:

In connection with the proposed incorporation of Ribbon & Raffia Gift Baskets, Inc., enclosed please find one duly executed original and one copy of Articles of Incorporation. Also enclosed is a check made payable to the Department of State in the amount of \$122.50 representing the appropriate filing fee, the Registered Agent fee and the fee to obtain a certified copy of the filed Articles.

Please endorse your approval of these Articles and return the certified copy directly to the undersigned as soon as possible.

Thank you.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON  
& WHITE, P.A.

*Ronald A. Burgess*

Ronald A. Burgess  
Corporate Paralegal

Enclosures  
cc: M. Richard Sapir, Esq.  
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FILED  
JAN 11 PM 1:27  
TALLAHASSEE, FLORIDA

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SN JAN 16 1996

ARTICLES OF INCORPORATION  
OF  
RIBBON & RAFFIA GIFT BASKETS, INC.

FILED  
26 JAN 11 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:  
RIBBON & RAFFIA GIFT BASKETS, INC.

ARTICLE II

ADDRESS

The principal office address of the corporation is:

P.O. Box 4499  
Tequesta, FL 33469

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue One Thousand (1,000) shares of Common Stock having a par value of One Cent (\$.01) per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights.

#### ARTICLE IV

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard  
Suite 1200  
West Palm Beach, FL 33401

The name of the initial registered agent of this Corporation at that address shall be:

M. Richard Sapir

#### ARTICLE V

##### BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-laws, but at no time shall the number of directors be less than one (1).

#### ARTICLE VI

##### DIRECTOR - NAME AND STREET ADDRESS

The name and street address of the sole member of the first Board of Directors who shall hold office until her successor shall have been duly elected or appointed and shall have qualified is as follows:

Name

Karon Volinsky

Street Address

P.O. Box 4499  
Tequesta, FL 33469

**ARTICLE VII**

**INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

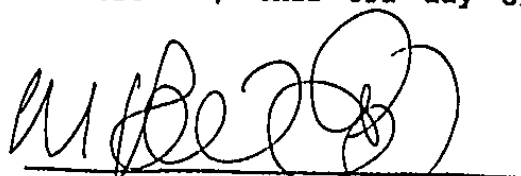
Name

M. Richard Sapir

Street Address

1645 Palm Beach Lakes Boulevard  
Suite 1200  
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 3rd day of January, 1996.

  
\_\_\_\_\_  
M. Richard Sapir, Incorporator

**DESIGNATION AND ACCEPTANCE**

**OF**

**REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Ribbon & Raffia Gift Baskets, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, FL 33401, has named M.

Richard Sapir located thoreat as its registered agent to accept service of proccoss within this State.

By: 

M. Richard Sapir, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 

M. Richard Sapir, Registered Agent

FILED  
95 JAN 11 PM 1:27  
TALLAHASSEE, FLORIDA