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FILED
AUG 21 1995
TALLAHASSEE, FLORIDA

July 25, 1995

The Department of State
The Division of Corporations

8-1-96

P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed is a Transmittal Letter, Articles of Incorporation (two copies), Certificate of Designation of Registered Agent/Registered Office and a check for seventy dollars (\$70.00) for a Filing Fee and Designation of Registered Agent for the corporation listed below:

UNIQUE GIFTS & BASKETS, INC.

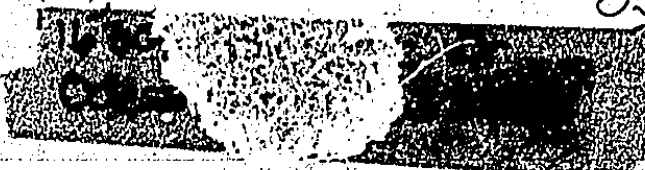
Would you please file the Articles of Incorporation for the corporation as required by law. The effective date of the incorporation is August 1, 1996. If you have any questions or need additional information, please contact me.

Thank you.

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*****70.00 *****70.00

Sincerely,

Paula J. L...
(813)920-...



8-1-96

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JD

**ARTICLES OF INCORPORATION FOR
UNIQUE GIFTS & BASKETS, INC.**

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as incorporator for the purpose of forming a corporation for-profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be **UNIQUE GIFTS & BASKETS, INC.**

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation shall be **16306 BIRKDALE DRIVE; ODESSA, FL 33556**

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in the business of assembling gift baskets for sale and related enterprises for profit.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than the sum of **ONE THOUSAND AND NO/100 (\$1,000.00) DOLLARS.**

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ARTICLE VI

PREEMPTIVE RIGHT

The corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE VII

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII

DESIGNATION OF REGISTERED AGENT; INITIAL ADDRESS OF REGISTERED OFFICE

The initial Registered Agent is designated as **PAULA J. LATKOVICH**. The Registered Agent of the corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

The street address of the initial registered office of this corporation in the State of Florida is **16306 BIRKDALE DRIVE; ODESSA, FL 33556**. The Board of Directors may from time to time, without amending these Articles, move the principal office to any other address within the State of Florida.

ARTICLE IX

DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the by-laws when amendment is adopted by the stockholders, but shall never be less than one (1).

ARTICLE X

INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Director are:

Paula J. Latkovich
16306 Birkdale Drive
Odessa, FL 33556

and

Dawn E. Handley
1303 Vermont Avenue
Tarpon Springs, FL 34689

The above named Directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified.

ARTICLE XI

SUBSCRIBER

The name and street address of the undersigned as subscriber to these Articles of Incorporation is: Paula J. Latkovich; 16306 Birkdale Drive; Odessa, FL 33556.

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business.

ARTICLE XII

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the corporation, or any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified public accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

ARTICLE XIII

BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-Laws of the corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interest in the corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this corporation, then only the stockholders of this corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

ARTICLE XV

DATE OF INCEPTION

The date of the corporate existence shall begin August 1, 1996 when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 25th day of July, 1996.


Paula J. Latkovich

STATE OF FLORIDA)
COUNTY OF pinellas)

I HEREBY CERTIFY, that on this day, before me a notary public duly authorized in the State and county above named to take acknowledgements, personally appeared Paula J. Latkovich, who did produce personally KNOWN as identification, and is known to me to be the person described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 25th day of July, 1996.

NOTARY PUBLIC
Sign 

My Commission Expires:

WILLIAM W. HANDLEY
Notary Public, State of Florida
My Comm. Expires May 1, 1998
No. CC 385623
Bonded thru Official Notary Service

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

UNIQUE GIFTS & BASKETS

FILED
JUL 31 1996
TALLAHASSEE
FLORIDA

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

PAULA J. LATKOVICH
(Name)

16306 BIRKDALE DRIVE
(P.O. Box not acceptable)

BOESSA FL 33556
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this 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.

Paula J. Latkovich
(Signature)

7/22/96