

DELGADO,  
BEFELER,  
STARKMAN &  
MAGOLNICK, P.A.

JOEL MAGOLNICK

NationsBank Tower  
100 Southeast 2nd Street, 37th Floor  
Miami, Florida 33131

Telephone: (305) 379-8300  
Facsimile (305) 379-4404 • (305) 379-4429

November 20, 1996

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

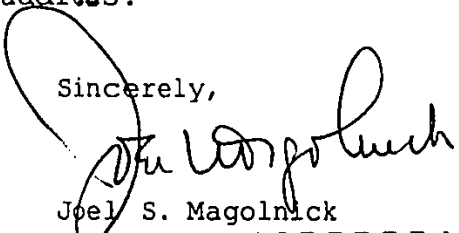
FILED STATE  
SECRETARY OF CORPORATIONS  
96 NOV 21 AM 10:28

Re: Articles of Incorporation

Dear Sir/Madam:

I have enclosed the Articles of Incorporation for Baskets By M., Inc., along with a check for \$122.50 for the filing fee and cost of a certified copy of the Articles. Please send the copies to the undersigned at the above address.

Sincerely,

  
Joel S. Magolnick

Enclosures

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ARTICLES OF INCORPORATION

OF

BASKETS BY M., INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 21 AM 10:28

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is BASKETS BY M., INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the sale of gift baskets and the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED (100) SHARES of capital stock, \$.001 par value each.

**SIXTH:** The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until her successor is elected and qualified is:

Ana Sanchez  
4510 S.W. 68th Ct. - #9  
Miami, Florida 33155

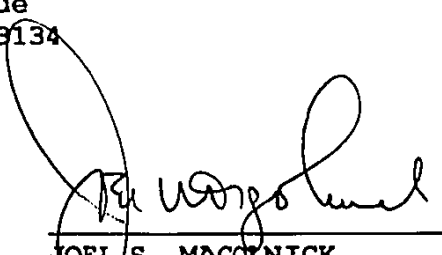
**SEVENTH:** The name and address of the incorporator, the initial registered agent and the initial registered office is:

Joel S. Magolnick  
100 S.E. 2nd Street  
Suite 3700  
Miami, Florida 33131

**EIGHTH:** The principal office of the corporation is:

305 Alcazar Avenue  
Miami, Florida 33134

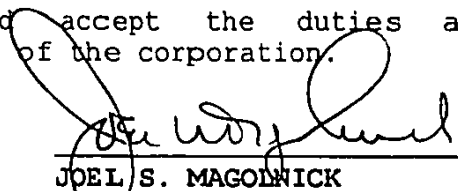
DATED: November 20, 1996



JOEL S. MAGOLNICK  
Incorporator and Initial  
Registered Agent

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


  
JOEL S. MAGOLNICK  
Incorporator and Initial  
Registered Agent

STATE OF FLORIDA)

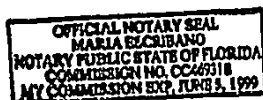
: SS:

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of November, 1996, by Joel S. Magolnick, personally known to me, and who did take an oath.

  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My commission expires:



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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