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Holland & Knight LLP	
Requestor's Name	
315 SOUTH CALHOUN STREET	
Address	
Tallahassee, Florida 32301	
City/State/Zip	Phone #
	425-5686

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TALLAHASSEE, FLORIDA
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Basia's, Inc. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Partnership
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
BASIA'S, INC.

The undersigned officer of Basia's, Inc. (the "Corporation"), desiring to dissolve the Corporation, hereby submits the following in accordance with Section 607.1403, Florida Statutes:

ARTICLE I

The name of the Corporation is Basia's, Inc., and it was formed on January 6, 1997.


ARTICLE II

The dissolution of the Corporation was authorized on March 1st, 1999 by written consent of its shareholders, which vote was sufficient for approval.

ARTICLE III

These Articles of Dissolution shall be effective upon filing with the Secretary of State.

The undersigned, for the purpose of dissolving Basia's, Inc. under the laws of the State of Florida, has executed these Articles of Dissolution this 1st day of March, 1999.


Brenda Wertheim, President

FTL1-340127

