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LAW OFFICES

OSIASON & SINGER, P.A.

GRAND BAY PLAZA, SUITE 404

2885 SOUTH BAYSHORE DRIVE

COCONUT GROVE, FLORIDA 33133

LEE J. OSIASON
LL.M. TAXATION
BOARD CERTIFIED IN TAXATION

MARSHA LYNNE SINGER
LL.M. REAL PROPERTY
LAND DEVELOPMENT AND
FINANCE LAW

TELEPHONE
(305) 854-6868

FAX
(305) 854-0226

August 28, 1997

Secretary of State
Corporate Division
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

Federal Express Delivery

Re: Bins & Baskets, Inc.

800002280918--?
-08/29/97--01048-018
****122.50 ****122.50

Gentlemen:

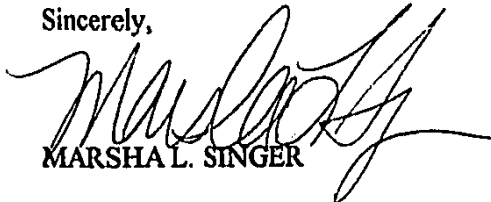
I am enclosing herewith an original and copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

1 Filing fee	\$ 70.00
1 Certified copy	<u>52.50</u>
Total	<u>\$122.50</u>

Please file the original of the enclosed Articles of Incorporation and return the certificate of incorporation to my office by Federal Express with the enclosed mailer.

Your prompt attention to this matter is appreciated.

Sincerely,


MARSHA L. SINGER

MLS\mp
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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9-3-97
WS

**ARTICLES OF INCORPORATION
OF
BINS & BASKETS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I NAME

The name of this corporation is:

BINS & BASKETS, INC.

ARTICLE II: BEGINNING OF CORPORATE EXISTENCE AND DURATION

The existence of this corporation shall commence on the date of filing of these Articles of Incorporation with the Florida Secretary of State and shall continue perpetually unless dissolved pursuant to Florida law.

ARTICLE III:

This corporation is organized for the purpose of transacting any and all lawful business allowed under the laws of the State of Florida and the United States.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of One (\$1.00) Dollar Par Value Voting Common Stock.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name and address of the initial Registered Agent of this corporation are as follows:

PA Corporate Agents, Inc.
Grand Bay Plaza, Suite 404
2665 South Bayshore Drive
Coconut Grove, FL 33133

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) initial director. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors are as follows:

Scott Rosenbaum
6101 Sunset Drive
So. Miami, Florida 33143

ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles are:

Marsha L. Singer
Grand Bay Plaza, Suite 404
2665 South Bayshore Drive
Coconut Grove, FL 33133

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DIVISION OF CORPORATIONS
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ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law as the law now exists or may be amended hereafter.

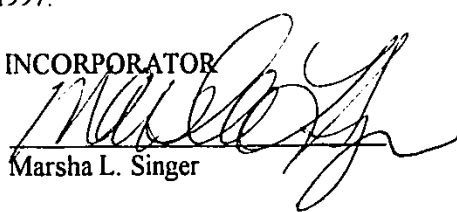
ARTICLE IX MAILING ADDRESS OF CORPORATION

The principal office and mailing address of the corporation is as follows:

6101 Sunset Drive
So. Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of August, 1997.

INCORPORATOR


Marsha L. Singer

REGISTERED AGENT

The undersigned hereby accepts its appointment as Registered Agent of the Corporation as set forth in the foregoing Articles of Incorporation.

PA CORPORATE AGENTS, INC.

BY


Marsha L. Singer