

P97000102123  
Michael A. Littman

Attorney at Law  
10200 W. 44th Ave. #400  
Wheat Ridge, CO 80033  
(303)-422-8127 • Fax (303) 422-7796

November 18, 1997

Secretary of State - Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
97 DEC -1 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

200002911962--0  
-11/19/97--01077--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Baskin in the Sun International, Inc.

Dear Sir or Madame:

Enclosed please find two originally signed Articles of Incorporation and Certificate of Designations. Please file these documents with your office.

Also enclosed, please find as self-addressed, stamped envelope. Please date stamp one of these copies, and return it to our office.

I have also enclosed a check for \$70.00 to cover the cost of filing. If additional funds are needed, please contact my office at your earliest convenience.

Thank you in advance for your cooperation.

Sincerely,

  
Michael A. Littman

MAL:cc  
Enclosures

789,2555, 2550  
W97-26278

B. REGISTER NOV 21 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 21, 1997

MICHAEL A LITTMAN, ESQUIRE  
10200 W 44TH AVE #400  
WHEAT RIDGE, CO 80033

SUBJECT: BASKIN IN THE SUN INTERNATIONAL, INC.  
Ref. Number: W97000026278

We have received your document for BASKIN IN THE SUN INTERNATIONAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 297A00055764

*Michael A. Littman*

Attorney at Law  
10200 W. 44th Ave. #400  
Wheat Ridge, CO 80033  
(303)-422-8127 • Fax (303) 422-7796

December 1, 1997

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

Re: Baskin in the Sun International, Inc.  
Ref. Number W97000026278

Dear Sir or Madame:

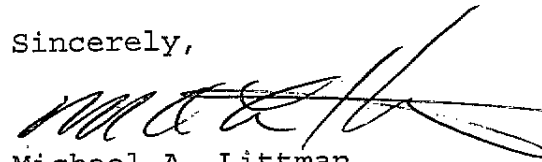
Enclosed please find two originally signed amended Articles of Incorporation and Certificates of Designation. Please file these documents with your office. I have also attached a copy of your letter dated November 21, 1997 indicating the changes that needed to be done.

It is my understanding that you are still holding a check for \$70.00 to apply towards filing fees. If additional funds are necessary, please notify my office immediately.

Also enclosed, please find as self-addressed, stamped envelope. Please date stamp one of these copies, and return it to our office.

Thank you in advance for your cooperation.

Sincerely,



Michael A. Littman

ARTICLES OF INCORPORATION  
OF  
BASKIN IN THE SUN INTERNATIONAL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Baskin in the Sun International, Inc.

ARTICLE II: PRINCIPAL OFFICE AND REGISTERED OFFICE

The principal office and registered office of the business and mailing address of the corporation is 1855 S. Kanner, Suite 6, Stuart, FL 34995.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is fifty million 50,000,000 shares having a par value of \$0.001 per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Michael A. Littman, 1855 S. Kanner, Suite 6, Stuart, FL 34995.

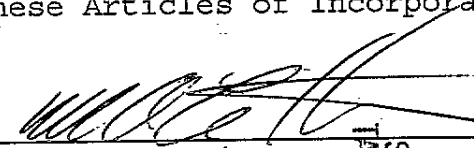
ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Michael A. Littman, 1855 S. Kanner, Suite 6, Stuart, FL 34995.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Michael A. Littman, 1855 S. Kanner, Suite 6, Stuart, FL 34995.

The undersigned has executed these Articles of Incorporation this 1st day of December, 1997.

  
Michael A. Littman

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC - 1 AM 9:19

FILED


**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is Baskin in the Sun International, Inc.

2. The name and address of the registered agent and office is Michael A. Littman, 1855 S. Kanner Highway, Suite 6, Stuart, FL 34995.

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.

  
Michael A. Littman  
December 1, 1997

**FILED**  
97 DEC -1 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA