

Bruce A. Koebe, P.A.
Attorney and Counsellor at Law

PA8000006455

EFFECTIVE DATE
1/13/98

2477 N.E. Dixie Highway
Jensen Beach, Florida 34957-5959
561-334-4700 FAX: 561-334-6137

January 15, 1998

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

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-01/20/98--01115--001
***122.50 ***122.50

Re: Incorporation of The Gift Basket Emporium, Inc.

Dear Sir or Madam:

Please find enclosed herein an original and one copy of a proposed set of Articles of Incorporation, an original and one copy of a Registered Agent's Certificate, as well as my check payable to your order in the amount of \$122.50.

If everything is acceptable to you and after you have issued your corporate charter, please forward a certified copy of the Articles of Incorporation to me at your earliest convenience. In the event the proposed corporate name is not available or there are any other problems with the enclosed documents, please feel free to contact me by telephone, calling collect if necessary.

As always, your most helpful and courteous assistance is greatly appreciated.

Very truly yours,

BRUCE A. KOEBE, P.A.

By: 
Bruce A. Koebe

BAK/cln
cc: Ms. Marie E. Speigel

FILED
98 JAN 20 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/21/98 - YLM

EFFECTIVE DATE

1/13/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 20 PM 3:22

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ARTICLES OF INCORPORATION
OF
THE GIFT BASKET EMPORIUM, INC.

ARTICLE I. Name. The name of this corporation is THE GIFT BASKET EMPORIUM, INC.

ARTICLE II. Commencement and Duration. This corporation is to commence its corporate existence on the date of subscription and acknowledgement of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III. Purposes. This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. Stated Capital. This corporation is authorized to issue five thousand (5,000) shares of common stock.

ARTICLE V. Board of Directors. All corporate power shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. This corporation shall have two directors constituting its initial board of directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Marie E. Speigel	5444 S.E. Horseshoe Point Rd. Stuart, FL 34997
Carl D. Speigel	5444 S.E. Horseshoe Point Rd. Stuart, FL 34997

ARTICLE VI. Indemnification. This corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII. ByLaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed

by the board of directors.

ARTICLE VIII. Amendment. These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE IX. Incorporator. The name and address of the Incorporator to these articles of incorporation is:

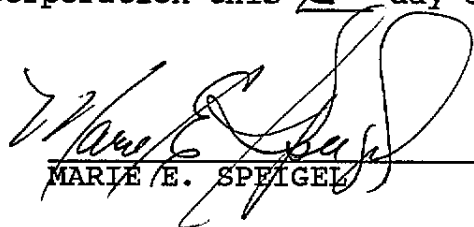
<u>Name</u>	<u>Address</u>
Marie E. Speigel	5444 S.E. Horseshoe Point Rd. Stuart, FL 34997

ARTICLE X. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 1849 S.E. Federal Highway, Stuart, Florida 34994 and the name of the initial registered agent of the corporation at that address is Marie E. Speigel.

ARTICLE XI. Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII. Corporation Street Address. The street address of the principal office of the Corporation is 1849 S.E. Federal Highway, Stuart, FL 34994.

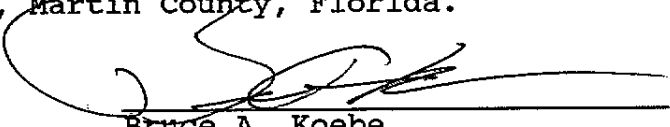
IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these articles of incorporation this 13th day of January, 1998.


_____(SEAL)
MARIE E. SPEIGEL

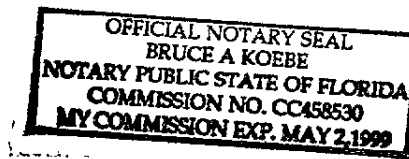
STATE OF FLORIDA)
) ..ss..
COUNTY OF MARTIN)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Marie E. Speigel, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of
January, 1998 at Jensen Beach, Martin County, Florida.


Bruce A. Koebe
Notary Public
State of Florida
Commission No.: CC458530

My Commission Expires:



REGISTERED AGENT'S CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Section 607.0501, Florida Statutes, and other applicable law, the following is submitted:

THE GIFT BASKET EMPORIUM, INC. desiring to organize under the laws of the State of Florida, with its registered office located at 1849 S.E. Federal Highway, Stuart, Florida 34994, has named Marie E. Speigel located at 1849 S.E. Federal Highway, Stuart, Florida 34994 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, Marie E. Speigel hereby represents that she is familiar with, and accepts, the obligations of that position.



Marie E. Speigel

FILED
98 JAN 20 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA