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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: BASKETS BY DESIGN, INC.

AUDIT NUMBER.....H98000003101

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ARTICLES OF INCORPORATION
OF
BASKETS BY DESIGN, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be BASKETS BY DESIGN, INC. and the initial address of this corporation shall be 3855 S.W 137th Avenue, Miami, FL 33173.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

This document was prepared by:

Richard K. Stanton, Esquire
BRICKELL BAYVIEW CENTER
80 S.W. 8 St., Suite 2804
Miami, FL 33130
Florida Bar No. 438987
(305) 381-8505

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ARTICLE V

The initial registered office of this corporation shall be BRICKELL BAYVIEW CENTER, 80 S.W. 8 St., Suite 2804, Miami, FL 33130, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Richard K. Stanton, Esquire.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Eufemio Chavez, President, 16350 S.W. 76 Street, Miami, FL 33193.

ARTICLE VIII

The name and address of the Incorporator is Eufemio Chavez, President, 16350 S.W. 76 Street, Miami, FL 33193.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

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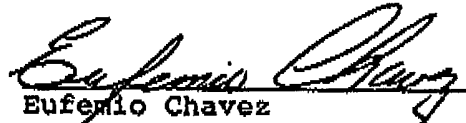
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or thereafter.

IN WITNESS WHEREOF, I, the undersigned, being Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 13th day of February, 1998.

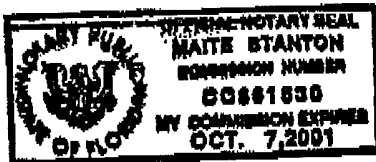

Eufemio Chavez
INCORPORATOR

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13th day of February, 1998, by Eufemio Chavez who is known to me and who did take an oath.


NOTARY PUBLIC

My commission expires:



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

In compliance with the laws of Florida, the following is submitted:

First, that BASKETS BY DESIGN, INC. an desiring to organize under the laws of the State of Florida, has named Richard K. Stanton, BRICKELL BAYVIEW CENTER, 80 S.W. 8 St., Suite 2804, Miami, FL 33130 of Dade County, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Richard K. Stanton
REGISTERED AGENT

Dated this 13th day of February, 1998.

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