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May 7, 1998

FILED
98 MAY 11 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Dear Sir/Madam:

I would like to incorporate my business. The name of the business shall be "Basket Designs, Inc."

Enclosed please find an original and one copy of the articles of incorporation and a check for the amount of \$78.75 for the filing fee and a certificate of incorporation.

Please send the certificate to:

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MaryAnn Franz-Karlic
4230 NE 6th Avenue
Fort Lauderdale, FL 33334
(954) 776-7771

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*****78.75 *****78.75

Thank you.

Sincerely,

Mary Ann Franz-Karlic

MaryAnn Franz-Karlic

MAF/bk
Enclosures.

F. CHESSE

MAY 13 1998

**Articles of Incorporation
Of
Basket Designs, Inc.**

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

ARTICLE I: NAME

The name of the corporation shall be: Basket Designs, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
4230 NE 6th Avenue, Fort Lauderdale, FL 33334

ARTICLE III: CAPITAL STOCK

The aggregate number of shares of stock that this corporations authorized to have outstanding at any one time is: 1000

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V: OFFICERS/DIRECTORS:

The name and street address of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected is: MaryAnn Franz-Karlic, President, 4230 NE 6th Avenue, Fort Lauderdale, FL 33334 and Steve Martin, Vice President, 4230 NE 6th Avenue, Fort Lauderdale, FL 33334.

ARTICLE VI: INDEMNIFICATION

The officers/directors are indemnified from any liability except from such arising by operation of law.

The undersigned incorporators have executed these Articles of Incorporation this 7th day of May, 1998.

Signature of Incorporators

Mary Ann Franz-Karlic
Steve M. Martin

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0505 Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: Basket Designs, Inc.
2. The name and address of the registered agent is: Mary Ann Franz-Karlic,
4230 NE 6th Avenue, Fort Lauderdale, Florida 33334

Signature: Mary Ann Franz-Karlic
Corporate Officer

Title: President

Date: May 7, 1998

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Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate. I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Signature: Mary Ann Franz-Karlic

Date: May 7, 1998