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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 865087 128761A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : June 22, 1998

ORDER TIME : 3:12 PM

ORDER NO. : 865087-005

CUSTOMER NO: 128761A

CUSTOMER: Paul A. Gelep, Esq  
PAUL A. GELEP, ESQ

7419 U.s. Highway 19

New Port Richey, FL 34652

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 22 AM 8:26

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DOMESTIC FILING

NAME: BASKETS BY JOANNE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

*6/23/98*

**ARTICLES OF INCORPORATION  
OF  
BASKETS BY JOANNE, INC.**

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**BASKETS BY JOANNE, INC.**

The address of the principal office of this corporation shall be 6325 Oelsner Street, New Port Richey, Florida 34652, and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

**ARTICLE IV. REGISTERED AGENT**

The address of the corporation's initial registered office is 6325 Oelsner Street, New Port Richey, Florida 34652, and the name of the initial registered agent of the corporation at said address is JOANNE PAPANIKAS.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The names and addresses of the initial members of the Board of Directors are:

LOUKAS PAPANIKAS  
Director

6325 Oelsner Street  
New Port Richey, Florida 34652

JOANNE PAPANIKAS  
Director

6325 Oelsner Street  
New Port Richey, Florida 34652

**ARTICLE VII. INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**ARTICLE VIII. INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE VIV. INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation:

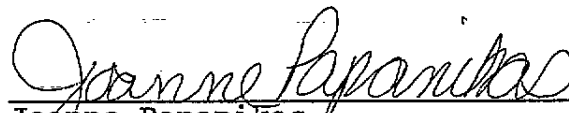
JOANNE PAPANIKAS  
6325 Oelsner Street  
New Port Richey, Florida 34652

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 18th day of June, 1998.

  
\_\_\_\_\_  
Joanne Papanikas  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION

JOANNE PAPANIKAS, having a street address identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
Joanne Papanikas  
Registered Agent

98 JUN 22 AM 8:26

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

STATE OF FLORIDA    )  
                          : ss.:  
COUNTY OF PASCO    )

BEFORE ME, the undersigned authority, personally appeared JOANNE PAPANIKAS, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth. That she produced a Florida Driver's License No. P152-433-68-871-0, Expiration 10/11/2004 as identification.

IN WITNESS WHEREOF, I have hereunder set my hand and seal at New Port Richey in the said County and State, this 18th day of June, 1998.

My Commission Expires:

  
Notary Public  
Printed Name: VIRGINIA A. JAUTZE