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July 10, 1998

Secretary of State
Division of Corporations
Tallahassee, FL 32399

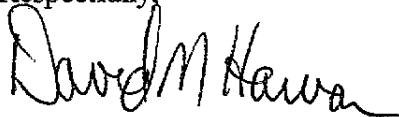
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Dear Sirs:

Please find enclosed the Articles of Incorporation for BASKETS BY CARRIE, INC., along with a check in the amount of \$122.50 for the filing fees.

Please send the certificate and copy of filed Articles to the address above. Thank you for your attention to our request.

Respectfully



David M. Harvan
For The Firm
BH&D

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TALLAHASSEE, FLORIDA

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

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation is to be BASKETS BY CARRIE, INC..

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at

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any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Principal Business Address

The initial principal business address of the Corporation shall be 1902 19TH COURT, JUPITER, FL 33477-9044

ARTICLE VI

Initial Registered Agent

and Office of Registered Agent

The street address of the initial registered office of the Corporation is 40 NORTHEAST 7TH AVENUE, DELRAY BEACH, FL 33483. The name of the Registered Agent at such address is DAVID M. HARVAN, ESQ of BANNOURA, HARVAN & DIESENHOF P.A..

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of ONE. The number of Directors may be increased or decreased from time to time by the By-laws, but shall never be less than one. The name and street address of the members of the original Board of Directors are:

<u>Name</u>	<u>Address</u>
CARRIE L. BALTZELL	1902 19 TH COURT JUPITER, FL 33477-9044

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is David M. Harvan of BANNOURA, HARVAN & DIESENHOF P.A., located at 40 NE 7th Ave. Delray Beach FL 33483.

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein. The corporation reserves the right to amend or repeal any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, the undersigned executed these Articles of Incorporation this 10 day of July, 1998



David M. Harvan

Oath and Acknowledgment

BEFORE ME, an officer duly authorized to take acknowledgments this day appeared David M. Harvan who acknowledged before me that he signed the within instrument as his own act and deed.

DATED this 10th day of July, 1998.


NOTARY PUBLIC
State of Florida
My Commission expires:

 James Bannoura
My Commission CC654759
Expires June 10, 2001

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 Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said act:

FIRST: BASKETS BY CARRIE, INC., desiring to organize under the
laws of the State of Florida, with its principal office as
indicated in the Article of Incorporation in the city of Delray
Beach, Florida, has named DAVID M. HARVAN, ESQ of BANNOURA, HARVAN
& DIESENHOF P.A., located at 40 Northeast 7th Avenue, Delray Beach,
FL 33483 as its agent to accept service of process for the
Corporation within this State.

Having been named to accept service of process for the above
stated Corporation, at the place designated in this Certificate I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.


DAVID M. HARVAN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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