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APPLE BARREL GIFTS, BASKETS & MORE, INC.
901 E. New Haven Ave
Melbourne, Florida 32901

July 8, 1998

Florida Dept. of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

Gentlemen:

RE: Articles of Incorporation

Enclosed please find the Articles of Incorporation for our new corporation, i.e., Apple Barrel Gifts, Baskets & More, Inc. which we are filing with your offices along with our check in the amount of \$122.50 (filing fee). Please affix your certification to our document, assign a document number and return same to my accountants, Self Wolske CPAs' P.A. in the stamped, self addressed envelope enclosed for your convenience.

If you have any questions regarding this new corporation, please contact Bill Wolske at 407-254-6100.

Sincerely,

Wanda S. Barickman
Wanda S. Barickman
President

Bill GAVE
AUTHORIZATION BY PHONE TO
CORRECT art. 4+5, certif.
DATE 7/28/98
DOC. EXAM. TA

FILED
98 JUL 27 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-7/28/98

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98 JUL 27 PM 4:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
APPLE BARREL GIFTS, BASKETS & MORE, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is APPLE BARREL GIFTS, BASKETS & MORE, INC.

ARTICLE II

The corporation may engage in the performance of services related to retail sales to commercial entities and general public and any other activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of share which the Corporation shall have the authority to issue shall be 10,000 at \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 901 E. New Haven Ave., Melbourne, Fl 32901. The name of the Corporation's initial registered agent is Pollyanna B. Dooley, whose address is , 100 Anchor Drive, Indian Harbor Beach, Florida 32937.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation are three. The name and street address of the initial director(s) of this Corporation are:

Name	Address
<u>Pollyanna B. Dooley</u>	100 Anchor Drive Indian Harbor Bch, Florida
<u>Wanda S. Barickman</u>	100 Anchor Drive Indian Harbor Bch, Florida
<u>Rosemary Burford</u>	585 Newport Drive Indialantic, Florida

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The names and addresses of the incorporators is:

Pollyanna B. Dooley, 100 Anchor Dr., Indian Harbor Bch, Fl
Wanda S. Barickman, 100 Anchor Dr., Indian Harbor Bch, Fl
Rosemary Burford, 585 Newport Dr., Indialantic Fl

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Article of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Director(s) of this Corporation need not be a resident of the State of Florida, unless otherwise provided in the By-Laws of the Corporation. The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.


ARTICLE X


Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.


ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 1st day of July, 1998


Pollyanna B. Dooley
Incorporator

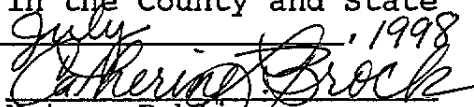

Wanda S. Barickman
Incorporator


Rosemary Burford
Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Pollyanna B. Dooley, Wanda S. Barickman and Rosemary Burford, to me known to be the person described in and who executed the foregoing Articles of Incorporation of Apple Barrel Gifts, Baskets & More, Inc. and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 23RD day of July, 1998


Catherine L. Brock
Notary Public



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

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That Apple Barrel Gifts, Baskets & More, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 901 E. New Haven Ave, Indian Harbor Beach, Fl, appoints Pollyanna B. Dooley as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service for 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 performance of my duties.


Pollyanna B. Dooley

FILED
98 JUL 27 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA