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LETTER OF TRANSMITTAL

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-10/08/98-01029-011
****131.25 *****87.50

SUBJECT: BASKETS BY BAKER, INC.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for:

\$131.25 for Filing Fee, Certified Copy, and Certificate

From:

Susan Baker
2712 N. Cocoa Blvd.
Cocoa, FL 32922
407-636-8688

FILED
98 OCT -8 AM 8:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

283

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

FILED
98 OCT -8 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 BASKETS BY BAKER, INC. The principle place of business of this corporation shall be 2712 N. Cocoa Boulevard, Cocoa, Florida 32922.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any on time is one thousand (1,000) shares at \$1 par value.

ARTICLE IV - EFFECTIVE DATE & TERM OF EXISTENCE

The effective date of this corporation shall be October 5, 1998. This corporation is to exist perpetually.

ARTICLE V - OFFICERS/DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected is:

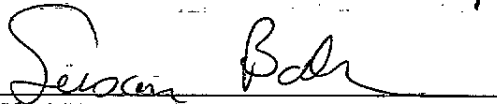
Susan Baker
1059 Range Road
Cocoa, FL 32926

ARTICLE VI - INCORPORATORS

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

Susan Baker
1059 Range Road
Cocoa, FL 32926

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of Sept, 1998.



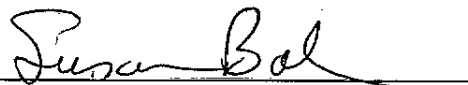
SUSAN BAKER
INCORPORATOR

ARTICLE VII - REGISTERED AGENT

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: BASKETS BY BAKER, INC.
2. the name and address of the registered agent and office is: SUSAN BAKER of
1059 Range Road, Cocoa, Florida 32926.



SUSAN BAKER
PRESIDENT

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 607.325, Florida Statutes.



SUSAN BAKER
REGISTERED AGENT

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TALLAHASSEE FLORIDA