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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

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FAX #: (305) 541-3770

NAME: HOW ABOUT A BASKET, INC.

AUDIT NUMBER.....H98000022198

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 30, 1998

EMPIRE

SUBJECT: HOW ABOUT A BASKET, INC.
REF: W98000026716

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically submitted document must also include the preparer's telephone number in the lower left hand corner.

Please note on the Certificate of Designation Registered Agent/Registered Office Page, you must list the name of the Corporation.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

FAX Aud. #: H98000022198
Letter Number: 598A00056710

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**ARTICLES OF INCORPORATION OF
HOW ABOUT A BASKET, INC.**

I, THE UNDERSIGNED, hereby establish myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I. NAME

The name of the corporation shall be HOW ABOUT A BASKET, INC.

ARTICLE II. PURPOSE

The general character or nature of the business to be transacted by this corporation is to provide painting services, which is permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of Five (\$5.00) Dollars per share.

ARTICLE IV. CAPITALIZATION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

DAVID WEISS, ESQ.
FL. BAR # 559491
100 SO. BISCAYNE BLVD., #1300
MIAMI, FL 33131
(305) 372-1111

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ARTICLE V. DURATION

The corporation shall have perpetual existence.

ARTICLE VI. PRINCIPAL OFFICE

The initial street address of the corporation's principal office is
100 South Biscayne Blvd., Suite 1300, Miami, Florida 33131.

ARTICLE VII. MANAGEMENT BY SHAREHOLDERS

The corporation shall be a closed corporation within the meaning of and governed by, The Florida Closed Corporation Act. The business of the corporation shall be managed by its shareholders and there shall be no directors.

ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these Articles of Incorporation as a subscriber is JUDY L. WEISS, c/o Parrillo, Weiss & O'Halloran, 100 South Biscayne Blvd., Suite 1300, Miami, Florida 33131 and JANE YUDELL, c/o Parrillo, Weiss & O'Halloran, 100 South Biscayne Blvd., Suite 1300, Miami, Florida 33131..

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ARTICLE IX. DISSOLUTION

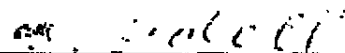
The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; (s) of the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereof. On dissolution, the corporation property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders, pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE X. REGISTERED AGENT

The name and address of the Registered Agent is DAVID J. WEISS, ESQUIRE, Parrillo, Weiss & O'Halloran, 100 South Biscayne Blvd., Suite 1300, Miami, Florida 33131.

IN WITNESS HEREOF, I the undersigned incorporator of this corporation have executed these Articles of Incorporation at, Miami, Florida on this 30th day of November, 1998.


JUDY WEISS


JANE YUDELL

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STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

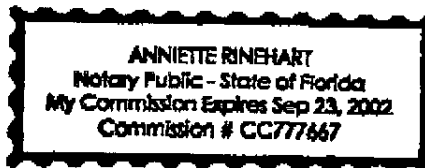
Before me, personally appeared JUDY WEISS, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledges before me that the executed same for the purpose therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL in the county and state named above this 30th day of November, 1998.

Annette Rinehart
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

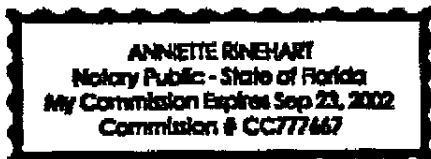


Before me, personally appeared JANE YUDELL, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledges before me that the executed same for the purpose therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL in the county and state named above this 30th day of November, 1998.

Annette Rinehart
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


REGISTERED AGENT

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