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FILED
98 DEC -9 AM 8:07
STATE OF FLORIDA
TALLAHASSEE

ANGIE SIGLER
5980 SW 11 STREET
MIAMI, FL. 33144

December 3, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002707627--5
-12/09/98--01083--004
122.50 *78.75

Re: SIGNATURE BASKETS, INC.

EFFECTIVE DATE
12-3-98

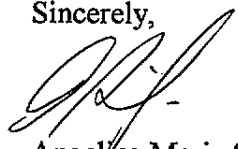
Dear Sirs:

Enclosed for filing is an executed copy of Articles of Incorporation of Signature Baskets, Inc. I am sending you a check in the amount of \$122.50 to cover the following:

Filing Articles of Incorporation	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy Fee	\$52.50
TOTAL	\$122.50

Please return a certified copy of the enclosed Articles to the undersigned in accordance with your usual procedures. If you have any questions, please immediately contact me.

Sincerely,



Angelica Marie Sigler

AS/mm
Enclosures

SD
12/21
W-2 7803
ajc
12/11



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 11, 1998

ANGELICA MARIE SIGLER
5980 SW 11 ST.
MIAMI, FL 33144

SUBJECT: SIGNATURE BASKETS, INC.
Ref. Number: W98000027803

We have received your document for SIGNATURE BASKETS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You may only designate one person as registered agent. Please delete the name, address and signature of one of the individuals listed.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 498A00058539

EFFECTIVE DATE

12-3-98

ARTICLES OF INCORPORATION

OF

SIGNATURE BASKETS, INC.

FILED
98 DEC -9 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

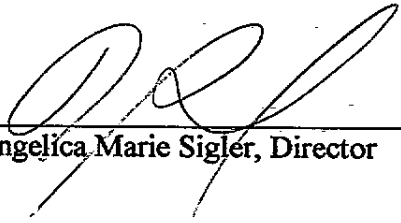
- FIRST:** The name of the Corporation is SIGNATURE BASKETS, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is 5980 SW 11 Street, Miami, Florida. 33144
- THIRD:** The corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FORTH:** The street address of the initial registered office of the Corporation is 5980 SW 11 Street, Miami, Florida. 33144, and the registered agent at that address is Angelica Marie Sigler
- FIFTH:** The name and address of the incorporator of the Corporation is: Angelica Marie Sigler 5980 SW 11 Street, Miami, Florida. 33144.
- SIXTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- EIGHTH:** The corporate existence of the Corporation shall commence on December 3, 1998.

NAME OF PREPARER:
ANGELICA MARIE SIGLER

5980 SW 11 STREET
MIAMI, FL. 33144

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to open checking and other deposit accounts in the name of the Corporation in such financial institutions as they may select.

Date: December 3, 1998.



Angelica Marie Sigler, Director

**WRITTEN CONSENT OF THE DIRECTORS
OF
SIGNATURE BASKETS, INC.
IN LIEU OF ORGANIZATIONAL MEETING**

THE UNDERSIGNED, being all the directors of SIGNATURE BASKETS, INC., a Florida Corporation (the "Corporation"), hereby adopt the following resolutions pursuant to Section 607.0821, Florida Business Corporation Act:

RESOLVED, that the Bylaws of the Corporation, in the form attached hereto as Exhibit A, be and hereby are adopted;

FURTHER RESOLVED, that the seal of this Corporation, containing the words "SIGNATURE BASKETS, INC. Corporate Seal 1998 Florida", in the form of impression attached hereto, be and hereby is adopted;

FURTHER RESOLVED, that the following persons be and hereby are elected to the office set forth opposite their respective names below, to serve at the pleasure of the Board of Directors:

NAME

OFFICE

Barbara Sigler
Angelica Marie Sigler

President/Secretary
Vice President

FURTHER RESOLVED, that the form of certificate representing shares of Common Stock, \$1.00 par Value, of the Corporation, in the form attached hereto as Exhibit B, be and hereby is adopted. Stock certificates shall be signed by two authorized officers.

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to issue and sell to the persons designated below shares of the Corporation's Common Stock against receipt of \$1.00 par share in payment therefor, such shares, when so issued and sold, to be fully paid and non-assessable:

Shareholder

Stock Ownership

Angelica Marie Sigler
Barbara Sigler

50 Shares
50 Shares

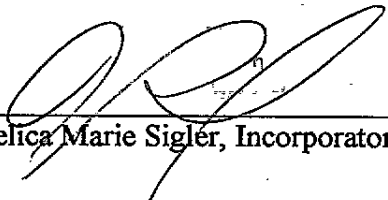
**WRITTEN CONSENT OF THE INCORPORATOR
OF
SIGNATURE BASKETS, INC.
IN LIEU OF ORGANIZATIONAL MEETING**

THE UNDERSIGNED, being the sole Incorporators of SIGNATURE BASKETS, INC., a Florida corporation (the "Corporation"), hereby adopts the following resolution pursuant to Section 607.0205, Florida Business Corporation Act:

RESOLVED, that the following individuals be and are hereby appointed to the Board of Directors of the Corporation to serve as the directors until the next annual meeting of the shareholders, or until their earliest resignation or removal:

Angelica Marie Sigler
Barbara Sigler

Dated: December 3, 1998.



Angelica Marie Sigler, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that we are familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

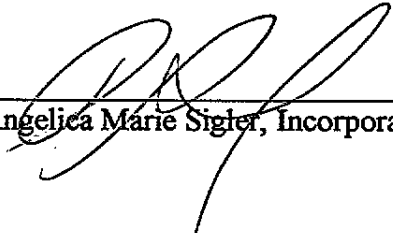


Angelica Marie Sigler
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of December, 1998.



Angelica Marie Sigler, Incorporator

6. 2001