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*****70.00 *****70.00

February 12, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

Federal Express Address:
409 East Gaine Street
Tallahassee, FL 32399

RE : Gift Basket Bonanza, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation, and a check in the amount of \$70.00, made payable to the Secretary of State. The check represents the following:

\$ 35.00 Filing Fee
35.00 Registered Agent

\$ 70.00 Total

I would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a copy of the Articles of Incorporation to the undersigned.

Very truly yours,

Lawrence S. Munroe, President
Gift Basket Bonanza, Inc.
1114 N. 17th Avenue, #1
Hollywood, FL 33020

Enclosures: Articles of Incorporation, Original and One Copy
\$70.00 Check

RECEIVED
99 FEB 17 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 FEB 17 AM 8:28
TALLAHASSEE, FLORIDA

SD
2/18

Gift Basket Bonanza, Inc.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is **Gift Basket Bonanza, Inc.**

ARTICLE II

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of One (\$1.00) Dollar per value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

DURATION

This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

ARTICLE V

INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The street address of the initial business office of this corporation is 1114 N. 17th Avenue, #1, Hollywood, FL 33020, and the name of the initial registered agent of this corporation is **Lawrence S. Munroe**, and whose address is the same.

ARTICLE VI

INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the director of this corporation is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lawrence S. Munroe
1114 N. 17th Avenue, #1
Hollywood, FL 33020

The initial officers of the corporation will be:

President/Vice President
Secretary/Treasurer:

Lawrence S. Munroe
1114 N. 17th Avenue, #1
Hollywood, FL 33020

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Lawrence S. Munroe
1114 N. 17th Avenue, #1
Hollywood, FL 33020

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE IX

BY-LAWS

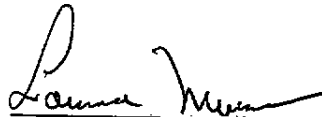
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE X

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned as Incorporator has executed these Articles of Incorporation
this _____ day of _____, 19_____

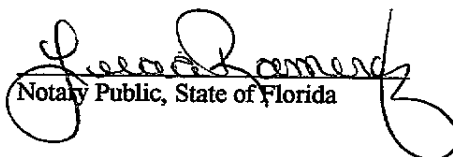
A handwritten signature in cursive script, appearing to read "Lawrence S. Munroe", written over a horizontal line.

Lawrence S. Munroe
President/Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **Lawrence S. Munroe** known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16 day of February, 19 99.


Notary Public, State of Florida

My Commission Expires:



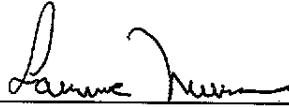
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—That **Gift Basket Bonanza, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 1114 N. 17th Avenue, #1, Hollywood, FL 33020, has named **Lawrence S. Munroe** located at the same address, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



Lawrence S. Munroe
(Registered Agent)

FILED
99 FEB 17 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA