

P99000066694

South Florida Management, Inc.

8880 SW 67th Court
Miami, Florida 33156-1700
(305) 666-1111

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

July 11, 1999

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

700002937177-13
-07/21/99-01020--002
****122.50 ****78.75

Re: A Basket Case.Net, Inc.

Dear Madam:

Enclosed please find the original Articles of Incorporation and Certificate of Designation
– Registered Agent/Registered Office for the corporation ^{of} Basket Case.Net, Inc.

Please send a certified copy of the filed Articles of Incorporation to the following:

Renee S. Rosen
650 West Avenue, #1602
Miami Beach, Florida 33139

A check in the amount of \$122.50 is enclosed to cover the filing fee and the cost for said
certified copy.

Please note that the enclosed Articles were signed on July 11, 1999 and we would very
much appreciate if you would issue the Corporation as of that date.

Sincerely,

Bob Rosen

Bob Rosen

ARTICLES OF INCORPORATION

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OF

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A Basket Case.Net, Inc.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: A Basket Case.Net, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal initial place of business and mailing address of this corporation shall be: 650 West Avenue #1602; Miami Beach, Florida 33139.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business**
- (2) Said corporation shall further have powers:**

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations, associations, partnerships, or individuals, or direct or indirect obligation of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all; of the directors, officers, and employees of its subsidiaries;

To be a promoter, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprises;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee, or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Renee S. Rosen
650 West Avenue; #1602
Miami Beach, Florida 33139

ARTICLE VII

The initial Board of Directors shall consist of a total of one person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Renee S. Rosen
650 West Avenue; #1602
Miami Beach, Florida 33139

ARTICLE VIII

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

Renee S. Rosen
650 West Avenue; #1602
Miami Beach, Florida 33139

The undersigned has executed these Articles of Incorporation this 11th day of July, 1999.

Renee S. Rosen
Incorporator

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

Pursuant to the provisions of section 607.0501, 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.

First that A BASKET CASE,Net,Inc.
(Name of Corporation)

desiring to organize under the laws of the State of Florida with its principal office,

as indicated in the articles of incorporation has named Renee S. Rosen
(Name of Registered Agent)

located at 650 West Avenue; #1602 City of Miami Beach County of Miami-Dade

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE

Renee S. Rosen
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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