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FILED
99 AUG 11 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OF COUNSEL
ERIC J. KAPLAN

August 10, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

EFFECTIVE DATE
8-10-99

Re: Basketmania Creations R.D., Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation to establish the referenced corporation. Also included is a check for \$78.75 to cover the cost of filing same and the return of a certified copy.

Since this new entity is so similar in name to an entity the same principal just dissolved, we have also included an authorization for use of the name.

Please advise if you need anything further.

Very truly yours,

Ellen Rose
Ellen Rose

ER: bms
encl.

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-08/11/99-01048-018
*****78.75 *****78.75

AUG 11 1999

EFFECTIVE DATE
8-10-99

ARTICLES OF INCORPORATION
OF
BASKETMANIA CREATIONS R.D., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the corporation is BASKETMANIA CREATIONS R.D.,
INC.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless
dissolved according to law, commencing on the 10 day of August,
1999.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting
any or all lawful business for which corporations may be
incorporated under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100)
shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock,
which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and
registered office of this corporation is: Therrel Baisden, P.A.,
SunTrust International Center, One S.E. 3rd Avenue, Suite 2400,
Miami, Florida 33131, and the name of the initial registered agent
of this corporation at that address is: Nicholas M. Daniels, Esq.

ARTICLE VI
Initial Board of Directors

This corporation shall initially have one (1) director. The

number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

DANIA MARK
407 LINCOLN ROAD SUITE 9L
MIAMI BEACH, FLORIDA 33139

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is:
Ellen Rose, Esq., Therrel Baisden, P.A., SunTrust International
Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation on this 10 day of August, 1999.



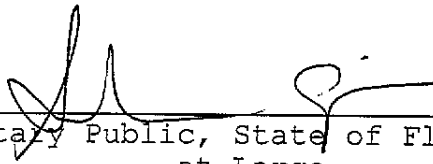
Ellen Rose, Incorporator

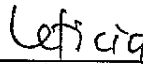

STATE OF FLORIDA:

SS:

COUNTY OF DADE:

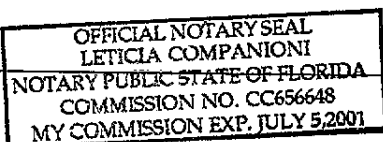
The foregoing instrument was acknowledged before me this 10
day of August, 1999, by Ellen Rose., who is personally known to me.



Notary Public, State of Florida
at Large
 

Type/Print/or Stamp Name of Notary

My Commission Expires:



FILED
99 AUG 11 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

BASKETMANIA CREATIONS R.D., INC.

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

First--that **BASKETMANIA CREATIONS R.D., INC.**, desiring to organize under the laws of the State of Florida with its principal office at: c/o Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, has named Ellen Rose, located at SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated 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.



ELLEN ROSE