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Federal Express

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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Baskets, Etc. by Maryann Rapisarda, Co.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation together with our check in the amount of \$78.75, which we understand is the fee for filing, registered agent designation and returning a certified copy to us for our files.

Should you have any questions, please give us a call.

Sincerely,

T. L. Trimble

T. L. Trimble
Vice President, Legal Services

TLT/jlf
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**Articles of Incorporation
of
Baskets, Etc. by Maryann Rapisarda, Co.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural persons, acting hereby as Incorporators for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act of the *Florida Statutes*, do hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be Baskets, Etc. by Maryann Rapisarda, Co.

The principal office of the Corporation shall be 1081 Meadow Lake Way, Apartment 212, Winter Springs, FL 32708..

The mailing address of the Corporation shall be 1081 Meadow Lake Way, Apt. 212, Winter Springs, FL 32708.

II

Purposes

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States of America and of the Florida Business Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred upon a corporation by the State of Florida Business Corporation Act.

III

Capital Stock

The number of shares of stock that the Corporation is authorized to issue is 100 shares of common stock at one cent (\$.01) par value.

IV

Duration

The Corporation shall have perpetual existence.

V

Registered Agent

The address of the initial registered office of the Corporation is 1081 Meadow Lake Way, Apartment 212, Winter Springs, FL 32708, and the name of its initial registered agent at said address is 1081 Meadow Lake Way, Apartment 212, Winter Springs, FL 32708.

VI

Incorporators

The names and addresses of the Incorporators are as follows:

Maryann Rapisarda, 1081 Meadow Lake Way, Apt. 212, Winter Springs, FL 32708;

Thomas V. Rapisarda, 1081 Meadow Lake Way, Apt. 212, Winter Springs, FL 32708.

VII

Board of Directors

The Corporation shall have a Board of Directors consisting of two (2) persons. The number of Directors may be increased or decreased from time to time by a resolution of a majority vote of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of the Corporation are:

Maryann Rapisarda, 1081 Meadow Lake Way, Apt. 212, Winter Springs, FL 32708;

Thomas V. Rapisarda, 1081 Meadow Lake Way, Apt. 212, Winter Springs, FL 32708.

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in the Board of Directors as set forth in the Bylaws, Stockholders provided that such amendment be in compliance with the laws of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 25 day of August, 1999.

Maryann Rapisarda
Incorporator
Maryann Rapisarda

Thomas V. Rapisarda
Incorporator
Thomas V. Rapisarda

I, Maryann Rapisarda, agree to accept appointment as the registered agent of Baskets, Etc. by Maryann Rapisarda, Co.

Maryann Rapisarda

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SECRETARY OF STATE
TALLAHASSEE FLORIDA