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Michael C. Becker & Co.

Certified Public Accountants

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August 30, 1999

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000002376180--6  
-09/01/99--01067--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Subject: Baskets 'R' Us, Inc.

Enclosed please find the original and one (1) copy of the Articles of Incorporation and a check in the amount of \$70.00.

Also enclosed, is a stamped, self-addressed envelope so that you may return to me a confirmation of the filing.

Should you require any further information, please do not hesitate to contact me.

Sincerely,



Carolyn M. Becker, C.P.A.

MCB/lfc  
Enc.

FILED  
99 SEP - 1 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PH/9/7/99

**ARTICLES OF INCORPORATION**

**OF**

**BASKETS 'R' US, INC.**

FILED

99 SEP -1 PM 3: 34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - NAME**

The name of the corporation shall be: **Baskets 'R' Us, Inc.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

13228 N.E. 3rd Court  
N. Miami, FL 33161

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand shares (1,000).

**ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Thomas F. Sullivan  
13228 N.E. 3rd Court  
N. Miami, FL 33161

**ARTICLE V - INCORPORATOR**

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

Thomas F. Sullivan  
13228 N.E. 3rd Court  
N. Miami, FL 33161

The undersigned has executed these Articles of Incorporation

this 31 day of August, 19 99.

Thomas F. Sullivan  
SIGNATURE

TITLE: Director

**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 agent/registered office, in the State of Florida.

1. The name of the corporation is: **Baskets 'R' Us, Inc.**
2. The name and address of the registered agent and office is:

Thomas F. Sullivan  
13228 N.E. 3rd Court  
N. Miami, FL 33161

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99 SEP - 1 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SIGNATURE: Thomas F. Sullivan  
(Corporate Officer)

TITLE: Director

DATE: 8-31-99

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: Thomas F. Sullivan

DATE: 8-31-99

REGISTERED AGENT FILING FEE: \$35.00