

FILED

ARTICLES OF INCORPORATION
OF
GIFT BASKETS BOUTIQUE, INC.

99 JUL -9 AM 8:49
STATE OF IDAHO

We, the Undersigned natural person of the age of twenty-one years or more,
acting as Incorporators of a Corporation under the Idaho Corporation Act,
adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the corporation is Gift Baskets Boutique, Inc.

ARTICLE II

DURATION

The duration of this Incorporation is "perpetual".

ARTICLE III

PURPOSE

The Corporation shall have unlimited power to engage in and do any lawful act
concerning any or all lawful business for which corporations may be organized
under this Act, including but limited to:

IDAHO SECRETARY OF STATE

07/09/1999 09:00
CK: 1001 CT: 11775 BH: 232475

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- a. Enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association of any corporation, association, partnership, individual or other legal entity for the carrying on of any business.
- b. Engage in the business activity of assembling gift baskets, arranging flowers(silk, fresh and live plants), as well as other kinds of gifts.
- c. Acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stocks or other securities, including, without limitations, any shares of stocks, bonds, debentures, notes, mortgage or other obligations and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subsidiary, agencies or instrumentality's thereof;

to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted and reserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

- d. Do each and everything necessary, suitable or proper for the accomplishments of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this Corporation and to do said acts as fully and to the same extent as natural persons might or could do in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person association or corporation.
- e. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Idaho and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV

STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 shares of par value stock at \$1.00 per share, for an aggregate par value of \$10,000.00.

ARTICLE V

PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights.

ARTICLE VI

INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its original registered agent at such address is:

Gayle Lovette
1511 Hayden View
Coeur d'Alene, Idaho 83815

The number of Directors constituting the initial Board of Directors is one (1). The name and address of the person who serves as Director until the first annual meeting of stockholders or until her successors are elected and qualify is:

Gayle Lovette
1511 Hayden View Dr.
Coeur d'Alene, Idaho 83815

ARTICLE VII
INCORPORATORS

The name and address of the incorporator is:

Gayle Lovette
1511 Hayden View Dr.
Coeur d'Alene, Idaho 83815

The above named incorporator has subscribed for one (1) common share of the corporation.

ARTICLE VIII
COMMON DIRECTORS
TRANSACTION BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or Officers or are financially interested, shall be either void or voidable, [a] because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction by votes or consents of such interested Director; or

[b] the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or [c] the contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

Dated the first day Sunday, 1999


Gayle Y. Lovette