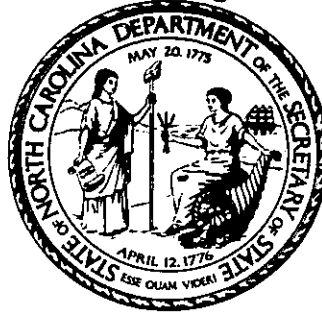


State of North Carolina



Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (3 sheets) to be a true copy of

ARTICLES OF INCORPORATION

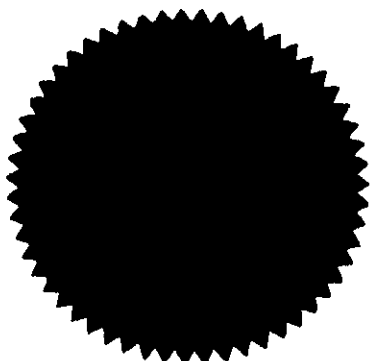
OF

P & G BASKET, INC.

and the probates thereon, the original of which was filed in this office on the 4th day of February 19 88, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 4th day of February in the year of our Lord 19 88.



Thad Eure
Secretary of State

ARTICLES OF INCORPORATION
OF
B & G BASKET, INC.

The undersigned, being of the age of eighteen (18) years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of North Carolina.

DOCUMENT #422635
DATE 02/04/88 TIME 11:39
FILED
THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

I.

The name of the Corporation is B & G BASKET, INC.

II.

The period of duration of the corporation shall be perpetual.

III.

The purposes for which the corporation is organized are:

(1) Wholesale and retail sales of gifts, crafts, and basketry supplies, including classes on training and instruction to assist in any of the above; and

(2) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated directly or indirectly, to improve the interest of this corporation, and to do all things specified in General Statute, Section 55-17, and to have and to exercise all powers conferred by the laws of the State of North Carolina on corporations formed under the laws pursuant to which and under which this corporation is to be formed and such laws as are now in effect or may at anytime after be amended, and to do any and all things herein above set forth to the same extent and as fully as natural persons might or could do, either along or in connection with any persons, firms, associations, or corporations and in connection with any persons, firms, associations, or corporations and in any part of the world.

IV.

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares divided into one class. The designation of each class, number of shares of class, series, if any, within each class, or a statement of the shares of any class are without par value, is as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>	<u>Par Value</u>
A	I	100,000	\$1.00

The preferences, limitations and relative rights in respect of the shares of each class are as follows: None.

V.

The minimum amount of consideration for its shares to be received by the corporation before it shall commence business is \$300.00.

VI.

The address of the initial registered office of the corporation is 3354 Robinhood Road, Sherwood Plaza Center, Winston-Salem, Forsyth County, North Carolina 27106 and the name of the initial registered agent at such address is Georgianna B. Wagner.

VII.

The number of directors of the corporation may be fixed by the By-Laws, but shall not be less than two (2).

The number of directors constituting the initial Board of Directors shall be two (2), and the names and addresses of the persons who are to serve as directors until the first meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Georgianna Wagner	3354 Robinhood Road Sherwood Plaza Center Winston-Salem, NC 27106
William E. Wagner	3354 Robinhood Road Sherwood Plaza Center Winston-Salem, NC 27106

VIII.

The name and address of the incorporator is:
William E. West, Jr., West, Wood, James & Banks, 8 West
Third Street, Suite 400 BB&T Building, Winston-Salem,
Forsyth County, North Carolina 27101.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and seal, this the / day of February, 1988.

W. E. West Jr. (SEAL)
William E. West, Jr.

NORTH CAROLINA)
)
FORSYTH COUNTY)

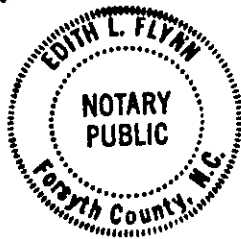
I, Edith L. Flynn, a Notary Public for the
aforesaid County and State, do hereby certify that William
E. West, Jr., personally appeared before me this day and
acknowledged the due execution of the foregoing Articles of
Incorporation.

WITNESS my hand and notarial seal, this the 1st
day of February, 1988.

Edith L. Flynn
Notary Public

My Commission Expires:

11-8-88



PRESENTED FOR
REGISTRATION
AND RECORDED

FEB 17 3 46 PM '88

L.E. SPEAS
-REGISTER OF DEEDS
FORSYTH CTY. N.C.

\$11.00 pd
JC

1633P4290