

F98000003894

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Direct Fragrances, Inc. (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in
 Pick up time 7/9
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 JUL -9 AM 11:43
 RECEIVED
 DIVISION OF CORPORATION
 98 JUL -9 AM 11:05

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Direct Fragrances, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York (State or country under the law of which it is incorporated) 3. _____ (FEI number, if applicable)

4. June 23, 1998 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. June 29, 1998 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
Allou Distributors, 50 Emjay Boulevard

7. _____
Brentwood, New York 11717
(Current mailing address)
To engage in any lawful act of activity for which corporations may be organized under Florida Law.

8. _____ (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

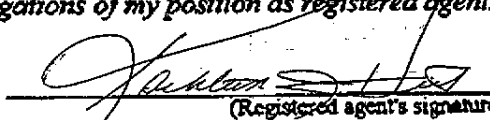
Name: Paralegal & Attorney Service Bureau, Inc.

Office Address: 1406 Hays Street, Suite #2

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

 (Registered agent's signature) Kathleen J. Hill, Pres.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: N/A

Address: _____

Director: _____

Vice Chairman: Victor Jacobs

Address: c/o Allou Distributors, 50 Emjay Boulevard

Brentwood, New York 11717

Director: Herman Jacobs

Address: same as above

Director: Jack Jacobs

Address: same as above

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Herman Jacobs

Address: c/o Allou Distributors, 50 Emjay Boulevard

Brentwood, New York 11717

Executive Vice President: David Shamilzadeh

Address: same as above

Secretary: David Shamilzadeh

Address: same as above

Treasurer: N/A

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

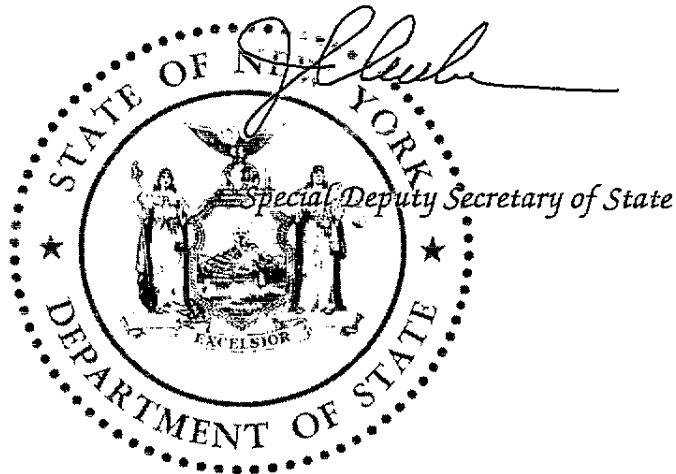
14. David Shamilzadeh, Executive Vice President
(Typed or printed name and capacity of person signing application)

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State of New York
Department of State } ss:

I hereby certify, that the certificate of incorporation of DIRECT FRAGRANCES, INC. was filed on 06/23/1998, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 26th day of June
one thousand nine hundred and
ninety-eight.



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