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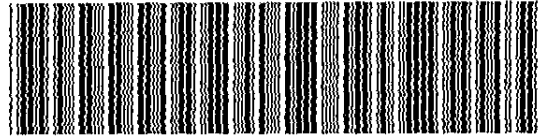
(Business Entity Name)

(Document Number)

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2003 JUL 14 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N.C.  
G. Coullata JUL 14 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 162124 4307993

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 35.00

ORDER DATE : July 9, 2003

ORDER TIME : 10:08 AM

ORDER NO. : 162124-005

CUSTOMER NO: 4307993

CUSTOMER: Cynthia L. Young, Legal Asst  
Wolff & Samson  
The Offices At Crystal Lake  
One Boland Drive  
West Orange, NJ 07052

FOREIGN FILINGS

NAME: DIRECT FRAGRANCES, INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER: \_\_\_\_\_

**PROFIT CORPORATION  
 APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO  
 APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
 (Pursuant to s. 607.1504, F.S.)

**SECTION I  
 (1-3 MUST BE COMPLETED)**

\_\_\_\_\_  
 (Document number of corporation (if known))

1. Direct Fragrances, Inc.  
 (Name of corporation as it appears on the records of the Department of State)
2. New York 3. July 9, 1998  
 (Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II  
 (4-7 COMPLETE ONLY THE APPLICABLE CHANGE\$)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 17, 2003
5. DFI Shell Corp.  
 (Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.  
 \_\_\_\_\_  
 (New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
 \_\_\_\_\_  
 (New jurisdiction)

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 TALLAHASSEE, FLORIDA

*Kenneth P. Silverman*  
 (Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)  
Kenneth P. Silverman, Esq., as Chapter 11  
 (Typed or printed name)

June 17, 2003  
 (Date)  
Ch. 11 Trustee of Allou Distributors, et al. ①  
 (Title)

*Trustee and solely in that capacity*

① A copy of the notice of Appointment of Trustee is annexed hereto and made a part hereof.

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK

-----X  
In re:

ALLOU DISTRIBUTORS, et al.  
  
Debtors.

Case No. 803-82321-511  
Chapter 11  
(Jointly administered)

-----X  
**ORDER APPROVING SELECTION OF CHAPTER 11 TRUSTEE**

Based upon the application of the United States Trustee dated May 30, 2003, and it appearing that Kenneth P. Silverman, a disinterested person under 11 U.S.C. §101(14), has been selected for appointment by the United States Trustee as trustee in the above-captioned Chapter 11 cases, it is hereby

ORDERED, that pursuant to 11 U.S.C. §1104(c), the appointment of Kenneth P. Silverman, as Chapter 11 trustee is approved effective May 30, 2003, and it is further

ORDERED, that Kenneth P. Silverman, shall have all the rights, duties and powers vested in a trustee appointed under Title 11 of the United States Code, including authorization to take possession of the debtor's property, to operate and manage the debtor's business pursuant to 11 U.S.C. §1108, and to perform all of the duties of trustee prescribed in 11 U.S.C. §1106(a).

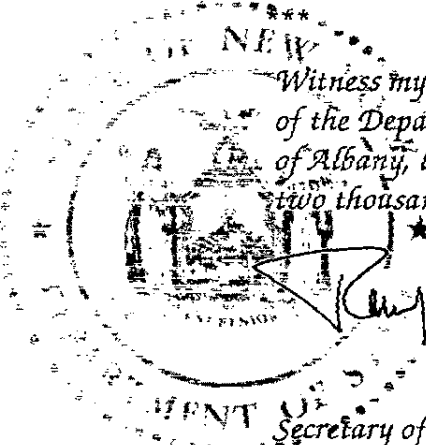
DATED: Central Islip, New York  
May 30, 2003

/s/ Melanie L. Cyganowski  
Melanie L. Cyganowski  
United States Bankruptcy Judge

State of New York | ss:  
Department of State

I hereby certify, that a Certificate of Amendment of DIRECT FRAGRANCES, INC. changing its name to DFI SHELL CORP., was filed 07/02/2003.

Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 08th day of July  
two thousand and three.



Secretary of State

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