

L000000009115
TRANSMITTAL LETTER

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

SUBJECT: Promoscents of Florida, L.C.

Enclosed is an original and one (1) copy of the articles of incorporation and a check
For:

\$133.50

(\$100 for filing of L.C. &
\$25.00 for Designation of Registered Agent &
\$ 8.75 for Certified Copy)

FROM: Claudio Riedi, Esq.

300003335899--6
-07/25/00--01097--016
****133.50 ****133.50

100 N. Biscayne Blvd., 21st Fl.
Address

Miami, FL 33132-2304

City, State & Zip

(305) 377-3561

Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

00 JUL 25 PM 12: 09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

W 8/1

4p

ARTICLES OF ORGANIZATION
PROMOSCENTS OF FLORIDA, L.C.

The undersigned member, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "*Act*"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is Promoscents of Florida, L.C. (the "*Company*").
2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) thirty (30) years from the date of filing or (ii) the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Peter Zahner, c/o Impex International Corporation. The street address of the initial registered agent of the Company is , 27725 Old 41 Rd., Suite 203, Bonita Springs, FL 34135.
5. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is c/o Impex International Corporation, 27725 Old 41 Rd., Suite 203, Bonita Springs, FL 34135..
6. **Additional Members.** The Company shall have the right to admit additional members to the Company by the affirmative vote of members representing a majority of the membership interests of the Company at the time of admission.
7. **Termination of Membership.** Upon the death, retirement, withdrawal, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Regulations, consent to continue the business of the Company.
8. **Management of the Company.** The business of the Company shall be managed by its members in proportion to their initial contribution to the capital of the Company expressed as a percentage of the total initial capital of the Company. These percentages shall not vary as a function of changes in their capital account balances. The name and address of the initial managing member are as follows:

Name

Address

Impex International Corporation

27725 Old 41 Rd., Suite 203
Bonita Springs, FL 34135

9. Regulations; Members' Agreement. At the time of executing these Articles of Organization, the members of the Company shall adopt Regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Regulations shall be vested in the member or members of this Company (as the case may be; if more than one member, by vote of members representing a majority of the membership interests of the Company). The members of the Company, if more than one, also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company and provisions governing the transfer of membership interests.

10. Date of Existence of the Company. The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

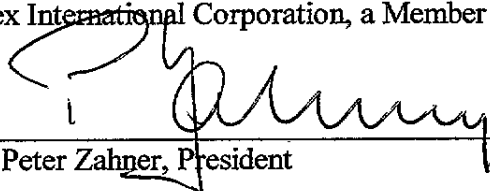
11. Transfer of Interest. No member shall have the right to transfer any interest in the Company unless authorized by a vote of the members representing a majority of the membership interests in the Company or otherwise as may be provided in any Members' Agreement.

12. Certificated Interests. The members' membership interests in the Company may be evidenced by certificates.

13. Amendments. These Articles, except with respect to the vested rights of the members, may be amended from time to time by a vote of members representing a majority of the membership interests of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the 14 day of July, 2000.

Impex International Corporation, a Member

By:  Peter Zahner, President

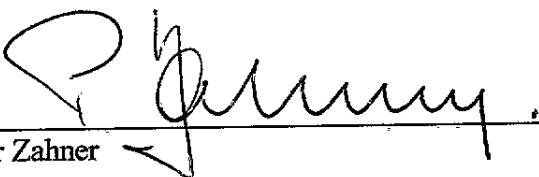
FILED
00 JUL 25 PM 12:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Promoscents of Florida, L.C.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, Peter Zahner, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent as provided for in Chapter 608, F.S.

DATED this 14 day of July, 2000.


Peter Zahner

FILED
00 JUL 25 PM 12:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA