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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

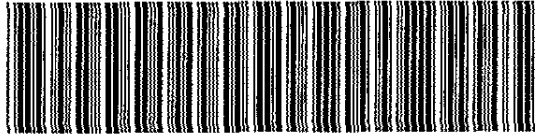
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04 FEB 27 PM 1:33
TALLAHASSEE, FLORIDA

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2/29/04

LAW OFFICES
GELB & SPATZ

3400 SOUTHWEST, THIRD AVENUE
MIAMI, FLORIDA 33145

MONROE GELB (RETIRED, 2003)
CARL A. SPATZ

MIAMI (305) 856-0233
BROWARD 1 (888) 698-8453
FAX NO. (305) 856-9116
E-MAIL: spatzc@bellsouth.net

February 26, 2004

By Fed Ex

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: The Fragrance Shop, Inc.

Dear Sir or Madam:

In reference to the captioned Corporation please find herewith for the following:

1. Original and an executed copy of the Articles of Incorporation.
2. A check made payable to the Division of Corporations in the sum of \$78.75 for the following:

| | |
|--|----------------|
| Filing Fee | \$35.00 |
| Certified copy of Articles of Incorporation | \$ 8.75 |
| Registered Agent Designation | <u>\$35.00</u> |
| TOTAL | \$78.75 |

Very truly yours,

GELB & SPATZ

BY: 
Carl A. Spatz

CAS/bd
Encl.

ARTICLES OF INCORPORATION

OF

THE FRAGRANCE SHOP, INC.

04 FEB 27 PM 1:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name and physical address of the corporation is:

**THE FRAGRANCE SHOP, INC.
1000 Venetian Way
Suite 2101
Miami Beach, Florida 33139**

ARTICLE II

This corporation shall have perpetual duration:

ARTICLE III

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares the corporation is authorized to issue is one hundred (100) shares, each share to be of \$10.00 par value.

ARTICLE V

The street address of the registered agent of the corporation is 3400 S.W. Third Avenue, Miami, Florida 33145, and the name of the registered agent is Carl A. Spatz.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person serving as director until their successor is elected is:

NAME:

PENNY KAY

ADDRESS:

1000 Venetian Way
Suite 2101
Miami Beach, Florida 33139

ARTICLE VII

The name and address of the sole incorporator is:

NAME:

CARL A. SPATZ

ADDRESS:

3400 S.W. 3rd Avenue
Miami, Florida 33145

Dated this 26 day of February, 2004



CARL A. SPATZ

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me personally appeared CARL A. SPATZ, who is personally known or exhibited his drivers license as identification to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same as his voluntary act and deed.

Witness my hand and seal in the County and State last aforesaid this 26 day of February, 2004.



NOTARY PUBLIC, STATE OF FLORIDA

CARY STUART

Printed Name of Notary



My commission expires:

The undersigned hereby accepts the designation of registered agent in the State of Florida for THE FRAGRANCE SHOP, INC., and hereby agrees to serve as registered agent until said designation is terminated in accordance with the Florida General Corporation Act.



CARL A. SPATZ

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

FILED
04 FEB 27 PM 1:33
NOTARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day before me personally appeared CARL A, SPATZ, who is personally known or exhibited his drivers license as identification to me known to be the person described in and who executed the foregoing Acceptance of Designation as Registered Agent and acknowledged before me that he executed same as his voluntary act and deed.

Witness my hand and seal in the County and State last aforesaid this 26 day of February, 2004.

Cary Stuart

NOTARY PUBLIC, STATE OF FLORIDA

CARY STUART

Printed Name of Notary

My commission expires:

