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PLEASE REPLY TO:

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FILE NO.:

TFDMI-0001

August 13, 1997

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-08/18/97--01130--011
****122.50 ****122.50

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

RE: THE FRAGRANCE DEPOT OF MICHIGAN, INC.

Dear Sir/Madam:

Enclosed for filing please find one original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm's check in the amount of \$122.50 to cover the required filing and certified copy fees. Please complete the necessary filing and return the certified copy to the undersigned.

I am also enclosing a copy of this letter, please date stamp the copy and return it in the envelope provided for your convenience.

Thank you for your prompt attention to this matter. Please call me if you have any questions.

Very truly yours,

DAVID WEISMAN
DW/nd:257170
Enclosures
C: Mr. John W. Capella

AUG 20

BSB

FILED
97 AUG 18 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

THE FRAGRANCE DEPOT OF MICHIGAN, INC.

FILED

97 AUG 18 AM 11:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be **THE FRAGRANCE DEPOT OF MICHIGAN, INC.**

ARTICLE II

ADDRESS: The mailing address and street address of the initial principal office of the corporation shall be 12801 West Sunrise Boulevard, Store #201, Sunrise, Florida 33323.

ARTICLE III

NATURE OF BUSINESS: The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

CAPITAL STOCK: This corporation shall be authorized to issue one hundred (100) shares of One (\$1.00) Dollar par value common stock.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent of this corporation shall be: JOHN W. CAPELLA, 12801 West Sunrise Boulevard, Store #201, Sunrise, Florida 33323.

ARTICLE VII

DIRECTORS: The corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS: The names and addresses of the initial directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

<u>NAME</u>		<u>ADDRESS</u>
JOHN W. CAPELLA	President	12801 West Sunrise Boulevard Store #201 Sunrise, Florida 33323
ANNE M. CAPELLA	Vice President/ Secretary	12801 West Sunrise Boulevard Store #201 Sunrise, Florida 33323

ARTICLE IX

INCORPORATOR: The names and addresses of the incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN W. CAPELLA	12801 West Sunrise Boulevard Store #201 Sunrise, Florida 33323

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by the Florida Business Corporation Act, the Corporation may indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; (iii) is or was serving, at the request of the Corporation, as a director of another corporation, provided that such person is or was at the time a director of such other corporation serving at the request of the Corporation; or (iv) is or was serving, at the request of the Corporation, as an officer of another corporation, provided that such person is or was at the time an officer of such other corporation serving at the request

of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any such person. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

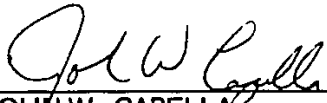
ARTICLE XI

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 09 day of AUGUST, 1997.



JOHN W. CAPELLA

DW/nd:TFDCM-0001:254762:7/30/97

FILED

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ACCEPTANCE OF REGISTERED AGENT

STATE
TALLAHASSEE, FLORIDA

Having been named as the Registered Agent to accept service of process for THE FRAGRANCE DEPOT OF MICHIGAN, INC. at the place designated in the Articles of Incorporation, I agree to act in this capacity, I 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 duties and obligations of the Registered Agent.

Dated: 08-09-97, 1997



JOHN W. CAPELLA

#254762