

P960000 70766

LAW OFFICES

AURAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

MAYNARD AURAMS
1918 1992

PAUL H. ANTON
1927-1991

HILTON B. BLAUT X
ALAN H. COHN X
MAURICE M. DANCIA
GENE H. GLASSER X
WILLIAM S. KRAMER O
SCOTT A. ORTH
JENNIFER E. PRICE
LEONARD ROBBINS
KENNETH A. RUBIN
REUBEN M. SCHNEIDER O X
PETER R. SIEGEL
JACK F. WEINS
DAVID WEISMAN O
KAREN A. YOUNG

EDWARD B. RESNICK (RETI.)

OF COUNSEL
STANLEY D. GOTTSCHEN X

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

O BOARD CERTIFIED REAL ESTATE LAWYER

1 MEMBER OF D.C. BAR
4 MEMBER OF N.Y. BAR
1 MEMBER OF OHIO BAR

2021 Tyler Street
Post Office Box 220010
HOLLYWOOD, FLORIDA 33022-0000

One Boga Place • Suite 400-E
2200 Glades Road
BOGA RATON, FLORIDA 33431-7303

TELEPHONES
HOLLYWOOD (954) 921-5500
FAX: (954) 925-7013
BOGA RATON & DELRAY
(801) 904-2212
(801) 904-2772
FAX: (801) 907-8404
NORTH BROWARD (954) 428-0800
MIAMI (305) 940-8440
PALM BEACHES (801) 833-4710

PLEASE REPLY TO:

FILE NO Hollywood

TFDN-0001

August 19, 1996

500001925155
-08/28/96--01115--008
*****87.50 *****87.50

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

RE: THE FRAGRANCE DEPOT OF NAPLES, INC.

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of Articles of Incorporation for above referenced corporation. Also enclosed is our firm check to cover the required filing fee. 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,

Judy Hoodiman,
Corporate Assistant

jah:193849
Enclosure

DMC
8/23/96

70.00 F.F.
17.50 C.C.
87.50

FILED
96 AUG 22 PM 2:23
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE FRAGRANCE DEPOT OF NAPLES, INC.

FILED
95 AUG 22 PM 2:23
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is THE FRAGRANCE DEPOT OF NAPLES, INC., and the mailing address of the corporation is 12801 West Sunrise Boulevard, Store #201, Sunrise, FL 33323

ARTICLE II

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar

(\$1.00) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

DURATION

This corporation shall commence its corporate existence upon filing of these Articles of Incorporation and shall exist perpetually thereafter until sooner dissolved according to law.

ARTICLE V

INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The mailing address of the initial business office of this corporation is 12801 West Sunrise Boulevard, Store #201, Sunrise, FL 33323 and the name of the initial registered agent of this corporation is John W. Capella whose address is 12801 West Sunrise Boulevard, Store #201, Sunrise, FL 33323.

ARTICLE VI

INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less

than one (1). The name and address of the director of this corporation is:

JOHN W. CAPELLA

12801 West Sunrise Boulevard, Store #201

Sunrise, FL 33323

The initial officers of the corporation will be:

JOHN W. CAPELLA PRESIDENT

ANNE M. CAPELLA VICE PRESIDENT/SECRETARY

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X
AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned as Incorporator has executed these Articles of Incorporation as of the 14 day of August, 1996.



JOHN W. CAPELLA

189011

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
96 AUG 22 PM 2:23
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That THE FRAGRANCE DEPOT OF NAPLES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Sunrise, County of Broward, State of Florida, has named John W. Capella, 12801 West Sunrise Boulevard, Store #201, Sunrise, FL 33323 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JOHN W. CAPELLA

189011
DW/mgg

P960000 70766



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

ENCLOSURE
03/04/96 - 010.35 - 002
*****35.00 *****35.00

August 26, 1996

JUDY HOODIMAN, CORPORATE ASSISTANT
ABRAMS, ANTON, ROBBINS, ET AL
P.O. BOX 229010
HOLLYWOOD, FL 33022-9010

SUBJECT: THE FRAGRANCE DEPOT OF NAPLES, INC.
Ref. Number: P96000070766

The Articles of Incorporation for THE FRAGRANCE DEPOT OF NAPLES, INC. were filed on August 22, 1996, and assigned document number P96000070766. Please refer to this number whenever corresponding with this office.

However, your check for \$87.50 was not sufficient to cover the filing fees and the cost of a certified copy. Therefore, your request could not be completed.

If you will return a check in the amount of \$35.00, with a copy of this letter and a filed stamped copy of the document, if available, your request will be promptly handled.

A corporation annual report will be due this office between January 1 and May 1 of next year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at the address given below.

Sincerely,
Doris McDuffie
Corporate Specialist Supervisor
New Filings Section
Division of Corporations

Letter Number: 196A00040360

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314