P98000058833

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 877893 4306827

AUTHORIZATION : Tricia Fax

COST LIMIT : $ 122.50

ORDER DATE : July 1, 1998

ORDER TIME : 2:59 PM

ORDER NO. : 877893-010

CUSTOMER NO: 4306827

CUSTOMER: Ms. Judy Hoodiman
ABRAMS ANTON, P.A.

2021 Tyler Street

Hollywood, FL 33022

800002578298--0

DOMESTIC FILING

NAME: THE FRAGRANCE DEPOT OF MIAMI, INC.

EFFECTIVE DATE:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -1 AM 9:13

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: SJ

RECEIVED
98 JUL -1 PM 3:23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -1 AM 9:13

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

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 MIAMI, 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 David Weisman whose address is 2021 Tyler Street, Hollywood, FL 33020.

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 30 day of June, 1998.

JOHN W. CAPELLA

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

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

First--That THE FRAGRANCE DEPOT OF MIAMI, 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 David Weisman, 2021 Tyler Street, Hollywood, FL 33020 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.

DAVID WEISMAN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -1 AM 9:13

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DW/jah