

F04000001793

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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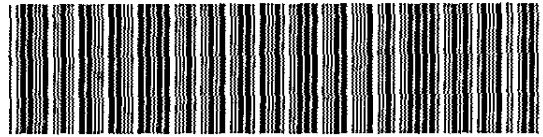
(Business Entity Name)

(Document Number)

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 534771 4301893

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

04 APR - 1 PM 4:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 31, 2004

ORDER TIME : 10:48 AM

ORDER NO. : 534771-005

CUSTOMER NO: 4301893

CUSTOMER: Ms. Barbie Patterson
Thelen Reid & Priest LLP
875 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: VARENS FRAGRANCES INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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SECRETARY OF STATE

1. Varens Fragrances Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 52-2437130

(FEI number, if applicable)

4. November 10, 2003

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6950 NW 12th Street, Miami, FL 33136

(Principal office address)

c/o Natexis Pramex, 1251 Avenue of the Americas, 34th Fl., New York, NY 10020

(Current mailing address)

8. Manufacture and wholesale of perfumes and cosmetics and any lawful activity

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further 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 obligations of my position as registered agent.

Corporation Service Company

Brian Courtney
Asst. V. Pres.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. **Names and business addresses of officers and/or directors:**

A. DIRECTORS

Chairman: Ulric Viellard

Address: 47, rue Boissière

75116 Paris - FRANCE

Vice Chairman: _____

Address: _____

Director: Thierry Hoyez

Address: 4, rue Saint Saens

75015 Paris - FRANCE

Director: _____

Address: _____

B. OFFICERS

President: Ulric Viellard

Address: 47, rue Boissière

75116 Paris - FRANCE

Vice President: Thierry Hoyez

Address: 4, rue Saint Saens

75015 Paris - FRANCE

Secretary: Guillaume Caillet

Address: 1251 Avenue of the Americas, 34th Floor, New York, NY 10020

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Guillaume Caillet, Secretary

(Typed or printed name and capacity of person signing application)

Delaware

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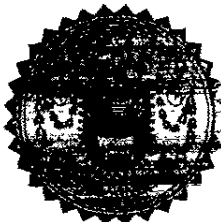
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VARENS FRAGRANCES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VARENS FRAGRANCES INC." WAS INCORPORATED ON THE TENTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3725702 8300

AUTHENTICATION: 3024224

040235569

DATE: 03-31-04