

L 010000009484

March 30<sup>th</sup>, 2001

Lawrence LeClaire  
P.O. Box 101071  
Cape Coral, FL 33901

Department of State  
Division of Corporations P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: PromoScents of America, L.C.

Enclosed is an original and one (1) copy of the Articles of Incorporation along with a check in the amount of:

\$133.75 (\$100.00 for filing of L.C. &  
\$25.00 for Designation of Registered Agent &  
\$8.75 for Certified Copy)

From: Lawrence LeClaire  
P.O. Box 101071  
Cape Coral, FL 33910  
(941) 822-7071

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TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION  
PROMOSCENTS OF AMERICA, L.C.

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The undersigned member, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this Limited Liability Company is PromoScents of America, L.C. (the "Company").
2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) thirty (30) years from the date of filing or (ii) the occurrence of any of the events specified in Florida Statutes section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a Limited Liability Company under the laws of Florida and that are permitted under the laws of the United States, the state of Florida or any other state, country, territory or nation.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Lawrence LeClaire. The street address of the initial registered agent of the Company is 615 Cape Coral Parkway W., #103, Cape Coral, FL 33914. The mailing address of the initial registered agent of the Company is, P.O. Box 101071, Cape Coral, FL 33910.
5. **Principal Office: Mailing Address and Street Address.** The street address is, 615 Cape Coral Parkway W., #103, Cape Coral, FL 33914. The mailing address is P.O. Box 101071, Cape Coral, FL 33910.
6. **Additional Members.** The Company shall have the right to admit additional members to the Company by the affirmative vote of members representing a majority of the membership interests of the Company at the time of admission.
7. **Termination of Membership.** Upon the death, retirement, withdrawal, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Regulations, consent to continue the business of the company.
8. **Management of the Company.** The business of the Company shall be managed by its members in proportion to their initial contribution to the capital of the Company expressed as a percentage of the total initial capital of the Company. These percentages shall not vary as a function of changes in their capital account balances. The name and address of the initial managing member are as follows:

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9. Regulation; Member's Agreement. At the time of executing these Articles of Organization, the members of the company shall adopt Regulations containing all provisions for the regulation and management of this Company not inconsistent with law or these articles. The power to alter, amend or repeal the Regulations shall be vested in the member or members of this Company (as the case may be; if more than one member, by vote or members representing a majority of the membership interests of the Company). The members of the Company, if more than one, also may adopt a member's agreement containing mutually accepted guidelines regarding the administration and governance of the Company and provisions governing the transfer of membership interests.

10. Date of Existence of the Company. The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

11. Transfer of Interest. No member shall have the right to transfer any interest in the Company unless authorized by a vote of the members representing a majority of the membership interests in the company or otherwise as may be provided in any Member's Agreement.

12. Certificated Interests. The member's membership interests in the Company may be evidenced by certificates.

13. Amendments. These Articles, except with respect to the vested rights of the members, may be amended from time to time by a vote of members representing a majority of the membership interests of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as a member of the Company, executed these Articles of Organization effective as of the 30<sup>th</sup> day of APRIL, 2001.

  
Lawrence LECLAIRE

PromoScents of America, L.C.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, Lawrence LeClaire, having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, hereby accepts the appointment as Registered Agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent as provided for in Chapter 608, F.S.

DATED this 30<sup>th</sup> day of APRIL, 2001.

  
Lawrence LECLAIRE

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