

L98000001330



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 913400 4320888

AUTHORIZATION :

COST LIMIT : \$ PPD

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ORDER DATE : August 3, 1998

ORDER TIME : 10:44 AM

ORDER NO. : 913400-010

CUSTOMER NO: 4320888

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-08/03/98--01071--023
****285.00 ****285.00

CUSTOMER: Ms. April Haley
LIVINGSTON PATTERSON
STRICKLAND & WEINER, P.A.
46 N. Washington Blvd.

Sarasota, FL 34236

~~698-19564~~

DOMESTIC FILING

NAME: ASCENT INTERNATIONAL L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

RECEIVED
98 AUG -3 PM 12:26
DIVISION OF CORPORATION

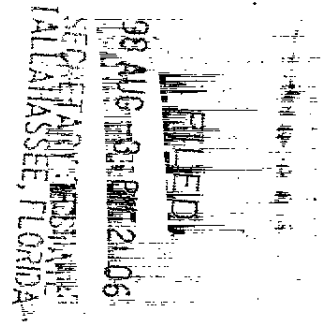


FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 3, 1998

JANNA WILSON
CSC
TALLAHASSEE, FL

SUBJECT: ASCENT INTERNATIONAL L.C.
Ref. Number: W98000017564



We have received your document for ASCENT INTERNATIONAL L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 098A00040525

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
ASCENT INTERNATIONAL L.C.**

The undersigned, desiring to form a limited liability company (the "Company") pursuant to the Florida Limited Liability Company Act, hereby make and declare these articles of organization.

Article I - Name

The name of the Company is Ascent International L.C.

Article II - Duration and Commencement

This Company shall commence on the date these Articles are filed with the Department of State, and shall terminate fifty (50) years thereafter.

Article III - Mailing Address and Principal Address

The mailing address and the principal address of the Company is 46 N. Washington Blvd., #1, Sarasota, Florida 34236.

Article IV - Initial Registered Office and Agent

The name and street address of the initial registered agent of this Company is John Patterson, 46 N. Washington Boulevard, #1, Sarasota, Florida 34236.

Article V - Membership

Additional members may be admitted to the Company with the consent of members holding at least a two-thirds interest in the Company if permitted by law and upon such terms as may be agreed upon by such members.

Article VI - Voting by Members and Managers

All members of the Company shall be entitled to vote on matters relating to the Company. The number of votes a member shall have shall be determined by the member's proportionate share in the contributions to the capital of the Company.

Article VII - Continuance of Company

The remaining members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member at the election of those members who then have a majority of the capital contributions to the Company.

Article VIII - Management

The Company is to be managed by a manager. The name and address of the initial manager is Daniel H. Boxser, 46 N. Washington Blvd., #1, Sarasota, Florida 34236.

Article IX - Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company, except by an authorized manager of the Company.

Article X - Capital Contributions

The total amount of cash and a description of and the agreed value of any other property other than cash contributed, is set forth in a separate affidavit accompanying these Articles of Organization.

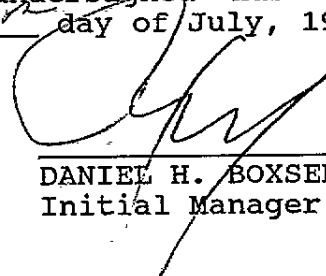
Article XI - Additional Contributions

No member is obligated to make additional contributions to the Company unless that obligation is set forth in writing and signed by the member.

Article XII - Regulations

The power to adopt, alter, amend, or repeal any regulations of the Company shall be vested in the members holding a majority interest in the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 30th day of July, 1998.



DANIEL H. BOXSER
Initial Manager

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is ASCENT INTERNATIONAL L.C. (the "Company").

2. The name and address of the registered agent and office is: John Patterson, 46 N. Washington Boulevard, #1, Sarasota, Florida 34236. Having been named as registered agent and to accept service of process for the Company at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: July 30, 1998


JOHN PATTERSON

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

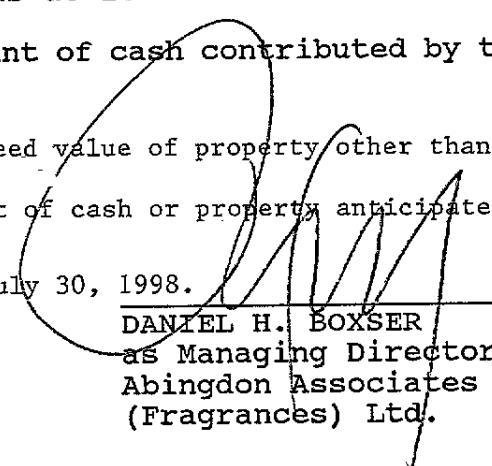
AFFIDAVIT

**STATE OF FLORIDA
COUNTY OF SARASOTA**

BEFORE ME, the undersigned authority, personally appeared DANIEL H. BOXSER, as Managing Director of Abingdon Associates (Fragrances) Ltd, who, being first duly sworn, states:

1. Abingdon Associated (Fragrances) Ltd. is a member of Ascent International L.C., a Florida limited liability company (the "Company").
2. The Company has at least two members.
3. The total amount of cash contributed by the members is set forth in Exhibit "A."
4. if any, the agreed value of property other than cash contributed by member(s) is \$0.
5. the total amount of cash or property anticipated to be contributed by member(s) is \$100.00.

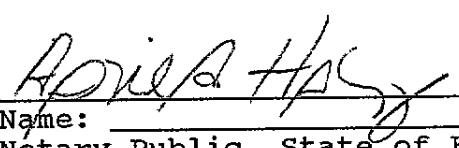
Dated: July 30, 1998.



DANIEL H. BOXSER
as Managing Director of
Abingdon Associates
(Fragrances) Ltd.

SWORN TO AND SUBSCRIBED before me on July 30, 1998, by DANIEL H. BOXSER, as Managing Director of Abingdon Associates (Fragrances) Ltd., who is personally known to me or has produced _____ as identification.

**APRIL A. HALEY
Notary Public, State of Florida
My Comm. Exp. Oct. 24, 1999
No. CC 505363**



Name: _____
Notary Public, State of Florida

My Commission Expires:

EXHIBIT A

ASCENT INTERNATIONAL L.C.
Limited Partners

MEMBER	CASH (CAPITAL) CONTRIBUTED
Abingdon Associates (Fragrances) Ltd. 5 Elvaston Mews London SW7 5HY U.K.	\$75.00
Joseph Nohren 2034 Red Cedar Lane Clearwater FL 34623	\$25.00
	<u>\$100.00</u>

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FALLAHASSEE, FLORIDA