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ROBERT V. DUSS

112 WEST ADAMS STREET, SUITE 1402
JACKSONVILLE, FLORIDA 32202-3898

ROBERT V. DUSS

JOHN S. DUSS
(1912-1990)

FRED BUTLER
(1921-1983)

April 25, 2000

TELEPHONE
(904) 355-0668

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Division of Corporations
Office of Secretary of State
The Capitol
Tallahassee, Florida 32399-0250

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****122.50 *****78.75

RE: Articles of Incorporation - The Scent of Cedar, Inc.

Gentlemen:

For filing with the Department of State, I am enclosing the original and one copy of the Articles of Incorporation of The Scent of Cedar, Inc., together with my check payable to the Secretary of State in the sum of \$122.50, covering the following:

\$ 35.00
\$ 52.50
\$ 35.00

Filing Articles of Incorporation
Certified copy of Articles of Incorporation
Designation of Resident Agent

I would appreciate it if you would forward the certified copy of the Articles to me as soon as the same are filed in your records. Should there be any questions, please contact me upon receipt.

Sincerely,



Robert V. Duss

RVD:bas

Enclosures

cc: James S. Walker, Jr.

FILED
00 MAY -1 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WOC

ARTICLES OF INCORPORATION

OF

THE SCENT OF CEDAR, INC.

FILED
00 MAY -1 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: **THE SCENT OF CEDAR, INC.**

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

7612 Melissa Court, North
Jacksonville, Florida 32210

ARTICLE III - CAPITAL STOCK

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is One Million (1,000,000) shares of common stock par value \$.01 per share.

ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share

thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others. If this preemptive right is not exercised within thirty (30) days of receipt of a notice in writing from the corporation by purchase for cash, this right shall be deemed waived.

ARTICLE VI - REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The registered office of this corporation and the initial registered agent at such office is as follows:

ROBERT V. DUSS
112 West Adams Street, Suite 1402
Jacksonville, Florida 32202

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-laws, but shall never be less than one. The names and addresses of the initial directors are as follows:

JAMES S. WALKER, JR.
7612 Melissa Court, N.
Jacksonville, Florida 32210

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

ROBERT V. DUSS
112 West Adams Street, Suite 1402
Jacksonville, Florida 32202

ARTICLE IX - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE X - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE XI - INDEMNIFICATION

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the full extent possible under Florida law or as may be more fully set forth in the By-laws.

ARTICLE XII - AMENDMENT

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

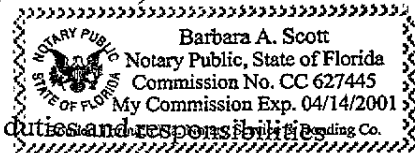
IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 25 day of April, 2000


ROBERT V. DUSS

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 25 day of April, 2000,
by ROBERT V. DUSS, who is personally known to me.


Notary Public (Print name)



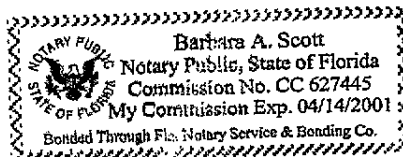
I, ROBERT V. DUSS, hereby am familiar with and accept the duties and responsibilities

as registered agent for said Corporation.


Registered Agent

Sworn to and subscribed before me this 25th day of April, 2000, by ROBERT V. DUSS, who is
personally known to me.


Notary Public



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