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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.****FLORIDA FRAGRANCE HOLDINGS, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

FLORIDA FRAGRANCE HOLDINGS, INC.

The undersigned incorporator hereby forms a corporation under the Florida Business Corporation Act, and Chapter 607, Florida Statutes, and hereby adopts the following Articles of Incorporation:

Article I  
Name of Corporation

The name of this corporation shall be:

FLORIDA FRAGRANCE HOLDINGS, INC.

Article II  
General Purpose

This corporation is organized for the purpose of conducting any and all lawful business which may be conducted in the State of Florida

Article III  
Principal Office

The street address of the initial principal office of this corporation is:

c/o Kevin Lane  
P.O. Box 30517  
Fort Lauderdale, Florida 33303

Article IV  
Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue is 1000 shares of common stock having a par value of one cent (\$.01) per share.

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Prepared by:  
Fried & Luceri, P.A., Frank A. Luceri, Esq., 1975 E. Sunrise Blvd., Suite 604, Ft. Lauderdale, Florida 33304, (954) 522-0831  
Florida Bar No.: 0001449

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**Article V  
Directors and Officers**

The name and address of the Directors and Officers of this corporation are as follows:

Kevin Lane, Director, President and Treasurer  
105 NE 16<sup>th</sup> Terrace  
Apartment 1  
Ft. Lauderdale, Florida 33301

Merlie S. Winnick, Director, Vice President, Secretary  
7707 N. University Drive  
#105  
Tamarac, Florida 33321

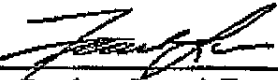
**Article VI  
Registered Office**

The street address of the initial registered office of this corporation is :

c/o Frank A. Luceri, Esq.  
1975 E. Sunrise Blvd.  
Suite 604  
Ft. Lauderdale, Florida 33304

**Article VII  
Initial Registered Agent**

The undersigned, an individual resident of the State of Florida, whose business office is identical to the initial registered office of this corporation, is hereby appointed as the registered agent of this corporation. The undersigned, simultaneously with his designation as registered agent, hereby accepts the appointment as Registered Agent for this corporation on whom process may be served. The undersigned hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent for this corporation.

s/  (Seal)  
Frank A. Luceri, Esq.  
Registered Agent

**Article VIII  
Incorporator(s)**

Prepared by:  
Fried & Luceri, P.A., Frank A. Luceri, Esq., 1975 E. Sunrise Blvd., Suite 604, Ft. Lauderdale, Florida 33304, (954) 522-0831  
Florida Bar No.: 0001449

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The name and street address of the incorporators of this corporation are:

Kevin Lane  
105 NE 16<sup>th</sup> Terrace  
Apartment 1  
Ft. Lauderdale, Florida 33301

Merlie S. Winnick, Director, Vice President, Secretary  
7707 N. University Drive  
#105  
Tamarac, Florida 33321

### Article IX Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in, and is hereby reserved to, the shareholders. Bylaws shall be adopted, altered, amended, or repealed as provided in the bylaws.

IN WITNESS WHEREOF, the undersigned incorporators executed these Articles of Incorporation this 16<sup>th</sup> day of May, 2000.

s/ Kevin Lane  
Kevin Lane  
Incorporator

s/ Merlie S. Winnick  
Merlie S. Winnick  
Incorporator

State of Florida )  
County of Broward )

The foregoing Articles of Incorporation were acknowledged before me this 16<sup>th</sup> day of May, 2000, by Kevin Lane and Merlie S. Winnick, who is/are personally known to me or produced \_\_\_\_\_ as identification.

Frank A. Luceri  
Notary Public  
State of Florida

My Commission Expires:



Frank A. Luceri  
My Commission GC804277  
Expires February 8, 2003

Prepared by:  
Fried & Luceri, P.A., Frank A. Luceri, Esq., 1975 E. Sunrise Blvd., Suite 604, Ft. Lauderdale, Florida 33304, (954) 522-0831  
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