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LAW OFFICES

MICHAEL J. LAVERY

PROFESSIONAL ASSOCIATION

4600 NORTH OCEAN BOULEVARD • SUITE 201

BOYNTON BEACH, FLORIDA 33435-7312

TELEPHONE (561) 276-1120

BOCA RATON (561) 997-5715

TELECOPIER (561) 276-2522

MICHAEL J. LAVERY, ESQ.

July 31, 2000

SUZANNE SCHMIDT

LEGAL ASSISTANT

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation, Perfumetopia, Inc.

400003345104--4

-08/03/00--01045--009

*****78.75 *****78.75

Dear Sir:

Enclosed please find:

1. The original and one (1) copy of the Articles of Incorporation of Perfumetopia, Inc.; and
2. Our firm's check in the amount of \$78.75 for your filing fees.

Kindly file the original of the Articles of Incorporation and return a certified copy to us in the enclosed self addressed envelope.

Very truly yours,

Michael J. Lavery

cc: Steven Meltzer

Enclosures
MJL:sls

FILED
00 AUG -3 AM 8:50
TALLAHASSEE, FLORIDA

T. Burch AUG 9 2000

ARTICLES OF INCORPORATION

OF

Perfumetopia, Inc.

FILED

00 AUG -3 AM 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Perfumetopia, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 6601 Lyons Road, Suite L-5, Coconut Creek, Florida 33073.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Michael J. Lavery, Esquire, 4600 North Ocean Boulevard, Suite 201, Boynton Beach, Florida 33435.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Michael J. Lavery, P.A., 4600 North Ocean Boulevard, Suite 201, Boynton Beach, Florida 33435.

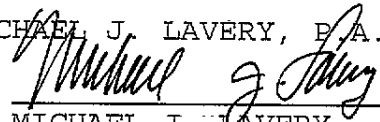
ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Steven Meltzer, c/o Michael J. Lavery, P.A., 4600 North Ocean Blvd., Suite 201, Boynton Beach, Florida 33435

The undersigned has executed these Articles of Incorporation this 31st day of July, 2000.

MICHAEL J. LAVERY, P.A.

By


MICHAEL J. LAVERY
President

FILED

CERTIFICATE OF DESIGNATION

00 AUG -3 AM 8:50

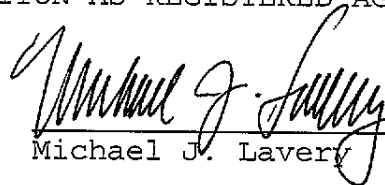
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Perfumetopia, Inc.
2. The name and street address of the registered agent and office is: Michael J. Lavery, Esquire, Michael J. Lavery, P.A., 4600 North Ocean Boulevard, Suite 201, Boynton Beach, Florida 33435.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.


Michael J. Lavery