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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 953325 7103152

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 4, 2001

ORDER TIME : 9:45 AM

ORDER NO. : 953325-005

CUSTOMER NO: 7103152

800003522929--4

CUSTOMER: Harold J. Webre, Esq
Goodlette Coleman & Johnson,
P.A.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: SCENTUOUS FRAGRANCES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

01 JAN -4 AM 10:43

RECEIVED

PH 1/4/01

**ARTICLES OF INCORPORATION
OF
SCENTUOUS FRAGRANCES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: SCENTUOUS FRAGRANCES, INC., a Florida corporation.

**ARTICLE II
CAPITAL STOCK AND SHAREHOLDERS**

The aggregate number of shares which this Corporation shall have authority to issue is TEN THOUSAND (10,000) shares of common stock, the par value of each such share being ONE DOLLAR (\$1.00).

**ARTICLE III
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors are as follows:

<u>Name</u>	<u>Address</u>
Gary Lichtman	4901 Tamiami Trail North Naples, Florida 34103
Richard H. Erickson	4901 Tamiami Trail North Naples, Florida 34103

ARTICLE IV
INITIAL OFFICERS

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President and Treasurer	Gary Lichtman	4901 Tamiami Trail North Naples, FL 34103
Vice President and Secretary	Richard H. Erickson	4901 Tamiami Trail North Naples, Florida 34103
Vice President	Marsha Lichtman	4901 Tamiami Trail North Naples, Florida 34103
Vice President	Sherlynn Erickson	4901 Tamiami Trail North Naples, Florida 34103

ARTICLE V
INCORPORATOR

The sole incorporator of the Corporation is Gary Lichtman, whose address is 4901 Tamiami Trail North, Naples, Florida 34103.

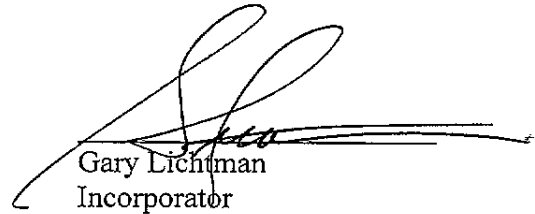
ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: Goodlette, Coleman & Johnson, P.A., 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is: Harold J. Webre, Esquire.

ARTICLE VII
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be: 4901 Tamiami Trail
North, Naples, Florida 34103.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on this 2nd day of January, 2001 .


Gary Lichtman
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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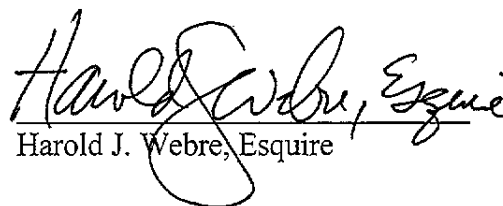
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT SCENTUOUS FRAGRANCES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 4901 Tamiami Trail North, Naples, Florida 34103, has named Harold J. Webre, Esquire, located at Goodlette, Coleman & Johnson, P.A., 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, as its registered agent to accept service of process within Florida.

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 agree to 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: January 2, 2001


Harold J. Webre, Esquire