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J. JAMES DONNELLAN III

9850 SOUTHWEST 96TH STREET
MIAMI, FLORIDA 33176

TELEPHONE (305) 858-7040
TELEFAX (305) 854-8322

April 24, 2001

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/26/01--01065--025
*****78.75 *****78.75

Re: Simply Soaps and Candles, Inc.

Dear Madam or Sir,

We enclose herewith the following items pertinent to the formation of the above-captioned corporation:

1. Articles of Incorporation (original and one copy).
2. Our check in the amount of \$78.75.

Please issue your Certificate of Incorporation and return a certified copy of the Articles to this office.

Thank you for your prompt attention.

Very truly yours,



J. James Donnellan, III

JJD:dm
Encl.

2001 APR 26 PM 12:44
STATE SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/30/01

ARTICLES OF INCORPORATION

OF

SIMPLY SOAPS AND CANDLES, INC.

FILED

2001 APR 26 PM 12:44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME:

The name of the corporation is SIMPLY SOAPS AND CANDLES, INC.

ARTICLE II. NATURE OF BUSINESS:

The general character or nature of the business to be transacted by this corporation is engaging in any lawful activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III. CAPITAL STOCK:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares, each share having a par value of ONE AND NO/100 DOLLAR (\$1.00).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of the corporation at any regular or special meeting.

ARTICLE IV. INITIAL CAPITAL:

The amount of the capital with which this corporation shall begin business shall be in a minimum amount of FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

ARTICLE V. TERM OF EXISTENCE:

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS:

The initial address of the principal office of this corporation is to be 6907 Stirling Road, Davie, Florida 33314. The initial registered agent and office shall be J. JAMES DONNELLAN, III, ESQ. at 9850 S.W. 96 Street, Miami, Florida 33176. The directors may, from time to time, designate such other address and place for the principal office of this corporation as they may see fit.

ARTICLE VII. DIRECTOR:

The corporation shall have one director initially.

ARTICLE VIII. INITIAL DIRECTOR:

The name and address of the initial subscriber to these Articles and incorporator, as well as the initial director of the first Board of Directors is:

DEBORAH S. MOORE

229 S.W. 159 Way
Sunrise, Florida 33326

ARTICLE IX. OFFICERS:

A. The officers of the corporation shall be President, Secretary and Treasurer and such other officers as may be provided in the By-Laws.

B. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President

DEBORAH S. MOORE

Secretary

DEBORAH S. MOORE

Treasurer

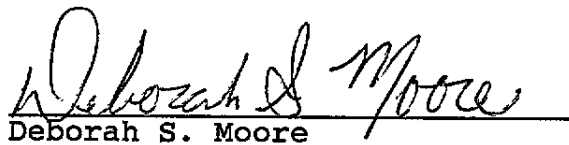
DEBORAH S. MOORE

C. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE X. AMENDMENT:

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless the directors and the stockholders sign a written statement manifesting their intentions and a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 4th day of April, 2001.


Deborah S. Moore

STATE OF FLORIDA)

SS:

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this

4th day of April

, 2001, by DEBORAH S. MOORE, who

is personally known to me _____ or who has produced FL D/L #

FL D/L #

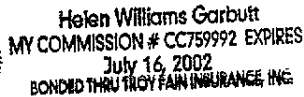
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as identification and who did/did not take an

oath.



My Commission Expires:



Helen Williams Garbutt

MY COMMISSION # CC759992 EXPIRES

July 16, 2002

BONDED THRU TROY FAIN INSURANCE, INC.


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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That SIMPLY SOAPS AND CANDLES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 6907 Stirling Road, Davie, Florida 33314, has named J. JAMES DONNELLAN, III, ESQ. as its agent to accept service of process within this State at 9850 S.W. 96 Street, Miami, Florida 33176.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at 9850 S.W. 96 Street, Miami, Florida 33176, I hereby accept to act in the capacity, and agree to comply with the provision of said Act relative to keep open said office.



Registered Agent

FILED
2001 APR 26 PM 12:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA