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ACCOUNT NO. : 072100000032

REFERENCE : 168454 80558A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 78.75

2001 OCT 24 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : October 24, 2001

ORDER TIME : 9:39 AM

ORDER NO. : 168454-005

CUSTOMER NO: 80558A

CUSTOMER: William R. Smith, Esq.  
William R. Smith, P.a.

Suite 204  
8191 College Parkway  
Fort Myers, FL 33919

RECEIVED  
01 OCT 24 AM 10:24  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: THISTLEROSE AROMA THERAPY,  
INC.

EFFECTIVE DATE:

600004651076--8

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

*eg* 10/24/01

ARTICLES OF INCORPORATION

OF

2001 OCT 24 AM 11:06

THISTLEROSE AROMA THERAPY, INC.

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 this Corporation shall be ThistleRose Aroma Therapy, Inc.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be 1403 S.E. 27<sup>th</sup> Street, Cape Coral, FL 33904.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with aroma therapy, and all direct and indirect related activities of every kind and nature. This is not intended to limit the Corporation, and, it is specifically authorized to transact any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

WILLIAM R. SMITH  
8191 College Parkway, Suite 204  
Fort Myers, Florida 33919

and, the street address of the Corporation's initial registered office is --

8191 College Parkway, Suite 204  
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

WILLIAM R. SMITH  
8191 College Parkway, Suite 204  
Fort Myers, Florida 33919

ARTICLE VIII. DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have two (2) Directors, whose names and street addresses are as follows:

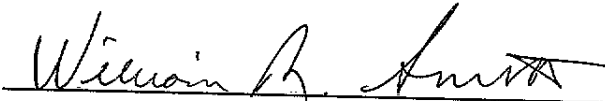
Nicole K. Wynne  
1403 S.E. 27<sup>th</sup> Street  
Cape Coral, FL 33904

Janet L. Roberts  
1403 S.E. 27<sup>th</sup> Street  
Cape Coral, FL 33904

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED has executed these Articles of Incorporation this 23 day of October, 2001. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

  
WILLIAM R. SMITH,  
Incorporator and Registered Agent