

PO1000120324

December 17, 2001

Department of State
Division of Corporations
P.O BOX 6327
Tallahassee, Florida 32314

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-12/19/01--01040--008
*****78.75 *****78.75


RE : Promoscents, Inc.

Enclosed is a check for \$78.75 together with two copies of the articles of incorporation of
Please return a certified copy to the registered agent of the corporation:

Brigitte Benichay
100 N. Biscayne Blvd, Suite 2904
Miami, FL 33132

Thank you for your attention to this request.

Sincerely yours,


Brigitte Benichay
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Info

Re: Promoscents, Inc.

Dear Ms. McLeod,

Further to our telephone conversations and correspondence of last week, you will find included herewith, and in chronological order, the following:

1. A check, letter, and two copies of the articles of incorporation for Promoscents, Inc.
2. A copy of your letter to us dated Dec. 11, 2001
3. An agreement between Promocents of Florida, L.C., and Promoscents, Inc., dated Dec. 10, 2001.
4. A license agreement between Mr. Markus Stickel of Promosents/Odorup, Mr. Ruediger Vetter, the Assignor, and Promoscents of Florida, L.C., the Assignee, represented by Julien Lepretre dated Dec. 8, 2001.
5. A letter of resignation by Peter Zahner, former President of Promoscents of Florida, L.C., dated Dec. 7, 2001.
6. A copy of your letter to us of Dec. 7, 2001, with my comments after we spoke on the telephone.
7. Copies of my research on Sunbiz.org revealing two more corporations using "Promoscents" in their name, with no apparent authorization from the trademark representative and license holder: Promoscents of Florida, L.C.

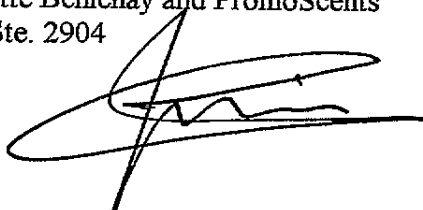
I hope that these documents will finally allow us to use our trademark name in our new corporation by clarifying that Promoscents of Florida, L.C., and Promoscents, Inc. are the only two entities licensed to use the trademark name.

We are surprised that two other entities (Promoscents of America, L.C. and Inc.) were permitted to incorporate using our trademark without proper authorization and/or licensing.

Also, since we are re-filing by mail, I hope that we will be refunded the initial on-line fee paid by credit card on Dec. 7, 2001.

I look forward to hearing from you at your earliest convenience.

James J. Corsi for Brigitte Benichay and PromoScents
100 N. Biscayne Blvd., Ste. 2904
Miami, Florida 33132
Tel: 305-379-7202



Info

AGREEMENT

This Agreement is executed this December 10th, 2001 by and between Promoscents Inc., with his principal place of business at 100 N. Biscayne Blvd., Suite 2904, Miami, Florida 33132 represented by its President, Brigitte Benichay and PromoScents of Florida, L.C., a Florida Limited Liability Company, with its principal place of business at 100 N. Biscayne Blvd., Suite 2904, Miami, Florida 33132 represented by its President, Julien Lepretre.

In consideration for the mutual promises, covenants and agreements made below, the parties, intending to be legally bound, agree as follows:

1. Promoscents Of Florida L.C. has exclusive right to manufacture and assemble throughout the United States, Mexico and Canada (NAFTA) the air-freshener PROMOSCENTS™.
2. Promoscents Of Florida L.C. has exclusive right to market, sell and distribute throughout the United States, Mexico and Canada (NAFTA) the air-freshener PROMOSCENTS™.
3. Promoscents Of Florida L.C. has exclusive right to use the trademark PROMOSCENTS™.
4. Promoscents of Florida L.C. is the sole decider concerning the commercial organization, the sales strategy, the marketing strategy, the price list and everything concerning the product and the best development of the trademark.
5. Promoscents of Florida L.C. authorizes Promoscents Inc. to use the trademark and to market, sell and distribute throughout the United States, Mexico and Canada (NAFTA) the air-freshener PROMOSCENTS™.

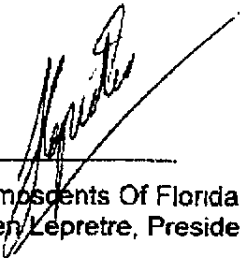
No waiver, amendment or modification, including those by custom, usage of trade, or course of dealing, of any provision of this Agreement will be effective unless in writing and signed by the party against whom such waiver, amendment or modification is sought to be enforced. No waiver by any party of any default in performance by the other party under this Agreement or of any breach or series of breaches by the other party of any of the terms or conditions of this Agreement shall constitute a waiver of any subsequent default in performance under this Agreement or any subsequent breach of any terms or conditions of the Agreement. Performance of any obligation required of a party under this Agreement may be waived only by a written waiver signed by a duly authorized officer of the other party, that waiver shall be effective only with respect to the specific obligation described in that waiver.

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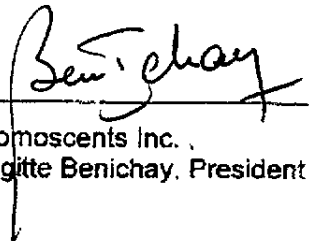
The parties acknowledge that this Agreement expresses their entire understanding and agreement, and that there have been no warranties, representations, covenants or understandings made by either party to the other except such as are expressly set forth in this section.

We have carefully reviewed this Agreement and agree to and accept its terms and conditions.

We are executing this Agreement as of the day and year first written above.



Promoscents Of Florida,
Julie Lepretre, President



Promoscents Inc.,
Brigitte Benichay, President

ARTICLES OF INCORPORATION

The undersigned incorporation, for the purpose of forming a corporation under the corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PROMOSCENTS, INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be :

100 N. Biscayne Blvd, suite 2904
Miami, Fl 33132

ARTICLE III OFFICER(S)

President: Brigitte Benichay

Vice President: Julien Lepretre

ARTICLE IV CAPITAL STOCK

The number of share of stock that this corporation is authorized to have outstanding at any one time is : 1000 (one thousand)

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TALLAHASSEE, FLORIDA

The name and address of the initial registered agent and the initial office of the corporation is :

Brigitte Benichay
100 N. Biscayne Blvd, Suite 2904
Miami, Fl 33132

ARTICLE V INCORPORATOR

The name and suite address of the incorporator to these articles of Incorporation are :

Brigitte Benichay
100 N. Biscayne Blvd, suite 2904
Miami, Fl 33132

The undersigned have executed these Articles of Incorporation 12/17/2001



Brigitte Benichay, President

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 obligation of my position as registered agent



Brigitte Benichay, President
