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SECRET 15 AH 8: 42

ANTHONY AGIUS 1245 S. POWERLINE RD. POMPANO BEACH FL 33069

December 12,2003

SECRETARY OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FL. 32301

DEAR SIRS:

ENCLOSED, PLEASE FIND SEVENTY EIGHT DOLLARS AND SEVENTY FIVE CENTS (\$78.75) TO COVER COST AND HANDLING OF INCORPORATION OF:

CARMEN'S PERFUMES, INC.

THANK YOU,

ANTHONY AGIUS

954-318-0270 t-800-2

how many set's to

Send.

Please just use what

is required

Thank You

Anthony Agins 10

754-366-5115

ARTICLES OF INCORPORATION

OF

FILED

CARMEN'S PERFUMES, INC.

03 DEC 15 AM 8:41

ARTICLE I - NAME

SECKLIANT CONTROL ATE TALLAHASSEE, FLORIDA

THE NAME OF THIS CORPORATION IS:

CARMEN'S PERFUMES, INC.

ARTICLE II - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE AT ANY ONE TIME IS 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00)

ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS TO BE AT:

1245 S. POWERLINE ROAD POMPANO BEACH, FL 33069 (407) 541-0705

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.

ARTICLE VIII - INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) HELD UNTIL SUCCESSOR (S) ARE ELECTED AND HAVE QUALIFIED ARE:

HELD UNTIL SUCCESSOR (S) ARE ELECTED AND HAVE QUALIFIED ARE:

NAME OFFICE ADDRESS

ANTHONY AGIUS

President

1245 S. POWERLINE POMPANO BEACH, FL

ARTICLE IX - SUBSCRIBER(S)

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER (S) OF THESE ARTICLE INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGRE TAKE IS AS FOLLOWS:

ANTHONY AGIUS

1245 S. POWERLINE RD.
POMPANO BEACH FL 33069

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

ANTHONY AGIUS 1245 S. POWERLINE RD. POMPANO BEACH FL 33069

ARTICLE XI - PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORTION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLE XII - AMENDMENT(S)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PRO BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECT PROPOSED BY THEM TO THE SHAREHOLDERS AND APPROVED AT A SHAREHO MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLES ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT T THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AND ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA THIS 1274 DAY OF Occurren 2003.

Anthony Ogins
ANTHONY AGINS

STATE OF FLORIDA COUNTY OF BROWARD

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED ANTHONY AGIUS

KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON (S) WHO EXECUTED TH FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFO ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY SEAL, IN THE STATE AND COUNTY AFORESAID THIS

DAY OF DECEMBER 2003.

CFFICIAL NOTARY SEAL
GREGORY JZAPPA

COMMISSION NUMBER
CC027539
MY COMMISSION EXPIRES
MAY 5,2004

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVI OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING UPON WHOM PROCESS BE SERVED.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, TH FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:

CARMEN'S PERFUMES, INC.

HAVING BEEN ORGANIZED UNDER:

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT:

1245 S. POWERLINE ROAD POMPANO BEACH, FL 33069

IN THE CITY OF POMPANO BEACH FL, COUNTY OF BROWARD AND IN THE STATE OF FLORIDA, AS INDICATED IN THE ARTICLES OF INCORPORATION, HAS NAMED:

ANTHONY AGIUS

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAM CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT AND AGREE TO ACT IN SAID CAPACITY AND AGREE TO COMPLY WITH PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.

REGISTERED AGENT ANTHONY AGEUS

> OFFICIAL NOTARY SEAL GREGORY JZAPPIA COMMISSION NUMBER CC927539 MY COMMISSION EXPIRES MY COMMISSION EXPIRES MY COMMISSION EXPIRES