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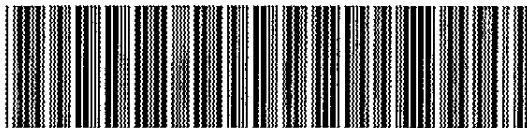
(Business Entity Name)

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04 MAR 24 PM 2:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03-31-04  
T.B.

**Transmittal Letter**

Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL. 32314

**Subject: BM Fragrances Inc.**

Enclosed are an original and a copy of the articles of incorporation and a check for: \$78.75 for filling fee and certificate of status.

FROM: Fabio A. Ballesteros  
Address: 8302 NW 56 ST  
Miami, FL 33166

Mailing Address: P.O.Box 66-9323  
Miami, FL 33166

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04 MAR 24 PM 2:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

**BM Fragrances Inc.**

**ARTICLE II PRINCIPAL OFFICER**

The principal place of business/mailling address is:

8302 NW 56 ST  
Miami,FL33166

**ARTICLE III PURPOSE**

The purpose for witch the corporation is organized is:

The transaction of any or all-lawful business for which corporations any be incorporated under the Florida Corporation Act.

**ARTICLE IV SHARES**

The aggregate number of shares the corporation shall have authority to issue shall be as follow.

No of Shares	Par Value	Class of Stock
1000	\$1.00	Common

All said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at just valuation to be fixed be fixed by the board of directors of this corporation.

**ARTICLE V INITIAL OFFICERS/DIRECTORS**

The name(s) and address (es):

Name: Fabio A. Ballesteros  
Mailing Address: 8302 NW 56 St Miami,FL.33166  
Director

**ARTICLE VI REGISTERD AGENT**

The name and Florida Street address of the registered agent is:

Name: Fabio A. Ballesteros  
Mailing Address: 8302 NW 56 St Miami,FL.33166

**ARTICLE VII INCORPORATOR**

The name and address of the incorporator is:

Name: Fabio A. Ballesteros  
Mailing Address: 8302 NW 56 St Miami,FL.33166

**ARTICLE VIII**

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by shareholders. The name and address of the director of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Name: Fabio A. Ballesteros

Mailing Address: 8302 NW 56 St Miami, FL 33166

**ARTICLE IX**

The private property of the shareholders shall not be subject to the payment of the corporate debt of any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

**ARTICLE X**

The corporation shall indemnify any officer or director or any former officer to the full extent permitted by law for such acts as the officer or director or former officer or director while acting in a corporate capacity.

**ARTICLE XI**

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized) in the ratio that the number of shares it holds at time of issued bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares or other securities preempted within thirty (30) days of receipt notice in writing from the corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.


Having been named as registered agent and to accept service of process, for the above stated corporation and the place designated in this certificate. I hereby accept the appointment as a 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 a registered agent.



Signature/Registered Agent

3-19-2004

Date



Signature/Incorporator

3-19-2004

Date