

**Electronic Articles of Incorporation
For**

P04000136480
FILED
September 30, 2004
Sec. Of State
thampton

SMART FRAGRANCES, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
SMART FRAGRANCES, INC.

Article II

The principal place of business address:
4708 SOUTHWEST 74TH AVE
MIAMI, FL. US 33155

The mailing address of the corporation is:
4708 SOUTHWEST 74TH AVE
MIAMI, FL. US 33155

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
10,000 @ NO PAR VALUE

Article V

The name and Florida street address of the registered agent is:
FRANCOIS X LOPEZ
4708 SOUTHWEST 74TH AVE
MIAMI, FL. 33155

I certify that I am familiar with and accept the responsibilities of registered agent.

P04000136480
FILED
September 30, 2004
Sec. Of State
thampton

Registered Agent Signature: FRANCOIS XAVIER LOPEZ

Article VI

The name and address of the incorporator is:

PAUL DAVIS
71-58 AUSTIN ST. SUITE 207
FOREST HILLS NEW YORK 11375

Incorporator Signature: PAUL DAVIS

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
FRANCOIS X LOPEZ
4708 SOUTHWEST 74TH AVE
MIAMI, FL. 33155 US

Title: VP
DUSSAN GERMAN
4708 SOUTHWEST 74TH AVE
MIAMI, FL. 33155 US