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**ARTICLES OF INCORPORATION
OF
FRAGRANCE EXPRESS, INC.**

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation is **FRAGRANCE EXPRESS, INC.**

ARTICLE II

NATURE OF BUSINESS

The Corporation shall engage in the business of the wholesale sale of fragrance and cosmetic products via the internet, on-line services and other modes of sale. This corporation shall not engage in any business other than that for which it was specifically incorporated, but it shall be permitted to invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and shall be permitted to own any real or personal property necessary in the rendering of its business and services.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock. The consideration paid for each share shall be fixed by the Board of Directors from time to time.

Laurie Bolch Schrier, Esquire
MAILING ADDRESS:
562 East Woolbright Road, Suite 217
Boynton Beach Raton, Florida 33435
561-265-0112
Florida Bar No. 764477

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ARTICLE IV
CERTIFICATES

Shares of the corporation must be evidenced by the issuance of certificates.
The form and content of the certificates shall be as prescribed by Florida Law.

ARTICLE V
ADDRESS

The initial street address of the principal office of this corporation is 1239 East
Newport Center Drive, Deerfield Beach, Florida 33442.

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
INITIAL OFFICER AND DIRECTOR

The name and address of the initial Officer and Director who shall hold office
until his or her successor is elected and has qualified is:

Robert M. Bartlett President/ Director	1239 East Newport Center Drive Deerfield Beach, Florida 33442
Marisin Barnes Vice President/ Director	1239 East Newport Center Drive Deerfield Beach, Florida 33442
Marisin Barnes Secretary/ Director	1239 East Newport Center Drive Deerfield Beach, Florida 33442
Marisin Barnes Treasurer/ Director	1239 East Newport Center Drive Deerfield Beach, Florida 33442

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

NAME	ADDRESS
Laurie Bolch Schrier, Esquire	562 East Woolbright Road, #217 Boynton Beach, Florida 33435

ARTICLE IX
REGISTERED OFFICE & REGISTERED AGENT

The street address of the corporation's initial registered agent is Marisin Barnes, 1239 East Newport Center Drive, Deerfield Beach, Florida 33442; the name of the initial registered agent at that office is Marisin Barnes.

ARTICLE X
EFFECTIVE DATE

The initial date of incorporation shall be effective on the date this document is filed as evidenced by the department of State's date and time endorsement on the original document.

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida Law.

Date: _____

3/29/06



Laurie Bolch Schrier, Esquire

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

IN COMPLIANCE WITH SECTION 607.0403, FLORIDA STATUTES,
FOLLOWING IS SUBMITTED:

FIRST- FRAGRANCE EXPRESS, INC., DESIRING TO ORGANIZE
(name of corporation)

OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS

PRINCIPAL PLACE OF BUSINESS AS CITY OF DEERFIELD BEACH
(city)

STATE OF FLORIDA, HAS NAMED LAURIE BOLCH SCHRIER
ESQUIRE,
(state) (name of registered agent)

LOCATED AT 562 EAST WOOLBRIGHT ROAD, #217, BOYNTON BEACH,
FLORIDA 33435 (street address) (post office boxes are not acceptable)

CITY OF BOYNTON BEACH, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY STATE THAT I AM FAMILIAR WITH, AND ACCEPT THE
OBLIGATIONS OF THIS POSITION.

SIGNATURE:

(REGISTERED AGENT)

DATE:

3/29/06

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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