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NAME: PERFUME OUTLET, INC.

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ARTICLES OF INCORPORATION  
OF  
PERFUME OUTLET, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as Incorporators of a Corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of this corporation is Perfume Outlet, Inc. It's principal place of business shall be at 2440 N. W. 33rd Street, Suite 1811, Ft. Lauderdale, Florida 33309.

ARTICLE II

DURATION

This Corporation shall have a perpetual existence, unless discontinued by agreement of the board of directors, or dissolved by the Florida Secretary of State, and shall commence business upon issuance of a Corporate Charter.

Prepared by A. Zayas, Acct, 12000 Biscayne, Miami

305  
891-3266  
JCC 1195A

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ARTICLE III

PURPOSES

The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized under this Act, including but not limited to:

A: Ownership, operation and management of cosmetic, health food, and perfume goods stores, outlets, and booths; at wholesale and/or at retail

B: Manufacture and distribution of its own line of cosmetics and perfumes; representation of other lines

C: Enter into any lawful arrangement for sharing profits, union interest, reciprocal association or cooperative association of any corporation, association, partnership, individual or other legal entity for the carrying on of any business.

D: Engage in the business activity of owning and leasing real estate and equipment, either as owner, partner, or under representation of another

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either alone or in conjunction with any other person, association or corporation.

G: The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Florida and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV

#### STOCK OWNERSHIP

The initial number of shares which this Corporation shall be authorized to issue are 100 shares of \$ 10.00 per share value. The initial allocation of shares, and the percentage of corporate ownership shall be as follows:

Mohamed Izhar Qurashi    100 shares    100% ownership

#### ARTICLE V

#### CAPITALIZATION

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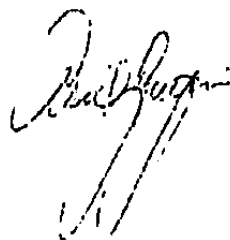
This Corporation will not commence business until consideration of a value of at least \$ 1,000.00 has been received for the issuance of shares.

ARTICLE VI

INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its original registered agent at such address is:

Ariel Zayas  
910 West Avenue  
Suite 215  
Miami Beach, Florida



Registered agent accepts this designation by his signature above.

ARTICLE VII

DIRECTORS/INCORPORATORS

The number of Directors constituting the initial Board of Directors of this Corporation are one. The name and address of the person who is to serve as Director until the first annual meeting

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of stockholders or until her successor is elected and qualified is:

Mohamed Izhar Qureshi President

2440 N. W. 33rd Street Apt. 1811

Ft. Lauderdale, Florida 33309

*Muhammad. Izhar Qureshi*

The members of this initial Board are also the original incorporators and subscribers to these articles of incorporation.

#### ARTICLE VII

##### CORPORATION BY-LAWS

The Board of Directors is authorized and empowered to make, alter, amend and rescind the By-Laws of the corporation, but By-Laws made by the Board may be altered or repealed, and new By-Laws made, by the stockholders.

#### ARTICLE VIII

##### COMMON DIRECTORS

##### TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm,

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association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable, (a) because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or are part of a committee thereof which authorizes, approves or ratifies such contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes, approves or ratifies such contract or transaction.

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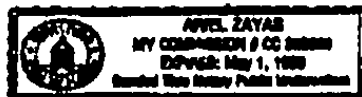
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STATE OF FLORIDA

COUNTY OF DADE

On the 12th day of December, 1994, personally appeared before me Mohamed Izhar Qurashi, the signer of the within instrument, who made himself personally known to me by producing a Florida Driver's license, and who duly acknowledged that he executed the same.



*[Signature]*  
Notary Public

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