

95000010784

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95 FEB - 8 AM 11:15

DIVISION OF CORPORATION

works

ACCOUNT NO. : 072100000032

REFERENCE : 539674 4135A

AUTHORIZATION : Patricia Lyzati

COST LIMIT : \$ 122.50

DATE : February 8, 1995

TIME : 9:35 AM

RECEIVED DIVISION

NO : 539674

NO: 4135A

Janet Perez, Legal Assistant
STEEL HECTOR & DAVIS

41st Floor
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

95000010784

NAME: G.B. PARFUMS, INC.

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED
95 FEB - 8 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DM
2-8-95
02/A

ARTICLES OF INCORPORATION
OF
G.B. PARFUMS, INC.

FILED
95 FEB -8 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is G.B. Parfums, Inc.
(hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels

any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - SPECIAL MEETING OF SHAREHOLDERS

Special Meetings of the shareholders may be called by the Board of Directors, the President or the holders of not less than 20% of the Corporation's stock entitled to vote on any issue proposed to be considered at such meeting.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 15595 N.W. 15th Avenue, Miami, Florida 33169; and the name of the initial registered agent of the Corporation at that address is Rafael Kravec.

ARTICLE VI - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 15595 N.W. 15th Avenue, Miami, Florida 33169.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but

shall never be less than one. The name and address of the initial director of the Corporation is as follows:

Rafael Kravec
15595 N.W. 15th Avenue
Miami, Florida 33169

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Rafael Kravec
15595 N.W. 15th Avenue
Miami, Florida 33169

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of February, 1995.



Rafael Kravec
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

W I T N E S S E T H:

That G.B. Parfums, Inc., desiring to organize under the laws of the State of Florida, has named Rafael Kravec located at 15595 N.W. 15th Avenue, Miami, Florida 33169; as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 7th day of February, 1995.



Rafael Kravec,
Registered Agent

P 9500010784



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

G.B. PARFUMS, INC., a Florida corporation, document number P95000010784

INTO

G.B. PARFUMS, INC., a Delaware corporation not qualified in Florida

File date: March 18, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50

P95000010784

HAYS STREET
TALLAHASSEE, FL 32301
904-241-0197

00-142-808

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96 MAR 18 PM 1:19
DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032
REFERENCE : 885123 4306424
AUTHORIZATION : *Patricia Pujate*
COST LIMIT : \$ 122.50

ORDER DATE : March 18, 1996
ORDER TIME : 11:53 AM
ORDER NO. : 885123
CUSTOMER NO: 4306424

700001747857

CUSTOMER: Ms. Kathy Gonsalves
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

ARTICLES OF MERGER

G.B. PARFUMS, INC.
(A FLORIDA CORP.)

INTO

G.B. PARFUMS, INC.
(A DELAWARE CORP.)

FILED
96 MAR 18 PM 3:27
DIVISION OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Maria I. Newport
EXAMINER'S INITIALS: _____

Maria Newport
3-18

ARTICLES OF MERGER

OF

G. B. PARFUMS, INC.
(a Florida corporation)

AND

G. B. PARFUMS, INC.
(a Delaware corporation)

96 MAR 18 PM 3:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, these **ARTICLES OF MERGER**, dated as of March 12, 1996, provide for the merger (the "Merger") of G.B. Parfums, Inc., a Florida corporation ("GB Florida"), with and into G. B. Parfums, Inc., a Delaware corporation ("GB Delaware"), which shall be the surviving corporation (collectively the "Constituent Corporations").

ARTICLE I - PLAN OF MERGER

The Merger shall be effected pursuant to the terms of the Plan and Agreement of Merger, dated as of March 12, 1996, between the Constituent Corporations, a true and complete copy of which is attached hereto as Exhibit A (the "Plan of Merger").

ARTICLE II - EFFECTIVE DATE

The Merger shall be effective as of the later of the filing of the Certificate of Merger with the Secretary of State of the State of Delaware and the filing of these Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE III - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the Board of Directors and the shareholders of GB Florida by written consent, dated March 12, 1996, pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, respectively.

The Plan of Merger was approved by the Board of Directors and the stockholders of GB Delaware, by written consent, dated as of March 12, 1996, pursuant to Sections 141(f) and 228 of the Delaware General Corporation Law.

These Articles of Merger may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of the Constituent Corporations by their authorized officers as of the date first written above.

G. B. Parfums, Inc.
a Florida corporation

By: 
Rafael Kravec
President

G. B. Parfums, Inc.
a Delaware corporation

By: 
Rafael Kravec
President

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

OF

**G. B. PARFUMS, INC.
(a Florida corporation)**

AND

**G. B. PARFUMS, INC.
(a Delaware corporation)**

THIS PLAN AND AGREEMENT OF MERGER, dated as of this 12th day of March, 1996, between G. B. Parfums, Inc., a Florida corporation ("GB Florida"), and G. B. Parfums, Inc., a Delaware corporation ("GB Delaware").

WHEREAS, GB Florida has an authorized capital stock consisting of 1,000 shares of common stock, par value \$.01 per share, of which 100 shares have been duly issued and are now outstanding, and

WHEREAS, GB Delaware has an authorized capital stock consisting of 1,000 shares of common stock par value \$.01 per share, of which 10 shares (all of which are held by GB Florida) have been duly issued and are now outstanding, and

WHEREAS, the Boards of Directors of GB Florida and GB Delaware, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that GB Florida merge with and into GB Delaware under and pursuant to the provisions of the Florida Business Corporation Act and of the Delaware General Corporation Law.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **MERGER.** GB Florida shall be merged with and into GB Delaware.
2. **EFFECTIVE DATE.** This Agreement of Merger shall become effective immediately upon the later of the filing of this Agreement of Merger (or a certificate in lieu thereof) with the Secretary of State of Delaware in accordance with the Delaware General Corporation Law and the filing of executed Articles of Merger with the Secretary of State of Florida meeting the requirements of the Florida Business Corporation Act. The time of such effectiveness being hereinafter called the "Effective Date."

3. SURVIVING CORPORATION. GB Delaware shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of GB Florida shall cease upon the Effective Date.

4. AUTHORIZED CAPITAL. The authorized capital stock of GB Delaware as it exists on the Effective Date shall be the authorized capital stock of GB Delaware following the Effective Date, unless and until the same shall be changed in accordance with the laws of the State of Delaware.

5. CERTIFICATE OF INCORPORATION. The Certificate of Incorporation of GB Delaware as it exists on the Effective Date shall be the Certificate of Incorporation of GB Delaware following the Effective Date, unless and until the same shall be amended or repealed in accordance with the laws of the State of Delaware. Such Certificate of Incorporation shall constitute the Certificate of Incorporation of GB Delaware separate and apart from this Agreement of Merger and may be separately certified as the Certificate of Incorporation of GB Delaware.

6. BYLAWS. The Bylaws of GB Delaware as they exist on the Effective Date shall be the Bylaws of GB Delaware following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

7. BOARD OF DIRECTORS AND OFFICERS. The members of the Board of Directors and the officers of GB Delaware immediately after the Effective Date shall be those persons who were the members of the Board of Directors and the officers, respectively, of GB Delaware immediately prior to the Effective Date, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

8. FURTHER ASSURANCE OF TITLE. If at any time GB Delaware shall consider or be advised that any acknowledgments or assurance in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to GB Delaware any right, title, or interest of GB Florida held immediately prior to the Effective Date, GB Florida and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurance in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in GB Delaware as shall be necessary to carry out the purposes of this Agreement of Merger, and GB Delaware and the proper officers and directors thereof are fully authorized to take any and all such action in the name of GB Florida or otherwise, and are hereby appointed as the attorneys in fact of GB Florida for any such purposes.

9. RETIREMENT OF ORGANIZATION STOCK. Forthwith upon the Effective Date, each of the 10 shares of the Common Stock of GB Delaware presently issued and outstanding shall be retired, and no shares of Common Stock or other securities of GB Delaware shall be issued in respect thereof.

10. **CONVERSION OF OUTSTANDING STOCK.** Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of GB Florida and all rights in respect thereof shall be converted into one fully paid and nonassessable share of Common Stock of GB Delaware, and each certificate nominally representing shares of Common Stock of GB Florida shall for all purposes be deemed to evidence the ownership of the same number of shares of Common Stock of GB Delaware. After the Effective Date, the holder of the outstanding certificate representing shares of Common Stock of GB Florida may at such holder's option surrender the same for cancellation to GB Delaware, and such holder shall be entitled to receive in exchange therefor a certificate representing the same number of shares of Common Stock of GB Delaware.

11. **RIGHTS AND LIABILITIES OF GB DELAWARE.** At and after the Effective Date, and all in the manner of and as more fully set forth in Section 259 of the Delaware General Corporation Law, GB Delaware shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of each of the parties hereto; all debts due to GB Florida or whatever account shall be vested in GB Delaware; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the parties hereto shall be as effectively the property of GB Delaware as they were of the respective parties hereto; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Date; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to GB Delaware and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it; and GB Delaware shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

12. **SERVICE OF PROCESS ON GB DELAWARE.** GB Delaware agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of GB Florida as well as for the enforcement of any obligation of GB Delaware arising from the merger.

13. **TERMINATION.** This Agreement of Merger may be terminated and abandoned by action of the Board of Directors of GB Florida at any time prior to the Effective Date, whether before or after approval by the shareholders of the two corporate parties hereto.

14. **PLAN OF REORGANIZATION.** This Agreement of Merger constitutes a Plan of Reorganization to be carried out in the manner, on the terms and subject to the conditions herein set forth.

15. **EXPENSES AND RIGHTS OF DISSENTING SHAREHOLDERS.** GB Delaware shall pay all expenses of carrying this Agreement of Merger into effect and of accomplishing the merger, including amounts, if any, to which dissenting shareholders of GB Florida may be entitled by reason of this merger.

16. **GOVERNING LAW.** This Agreement of Merger shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware, and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

17. **COUNTERPARTS.** In order to facilitate the filing and recording of this Agreement of Merger, the same may be executed in any number or counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by their respective Board of Directors and stockholders, has caused this Agreement of Merger to be executed, respectively, by its President and attested by its Secretary, and has caused its corporate seal to be hereunto affixed.

ATTEST:

G.B. PARFUMS, INC., a Florida corporation



Oscar E. Marina
Assistant Secretary

By: 
Rafael Kravec
President

ATTEST:

G.B. PARFUMS, INC., a Delaware corporation



Oscar E. Marina
Secretary

By: 
Rafael Kravec
President

Certificate of Assistant Secretary

of

G.B. PARFUMS, INC.
a Florida corporation

I, Oscar E. Marina, Assistant Secretary of G.B. PARFUMS, INC., a Florida corporation ("GB Florida"), do hereby certify that the Agreement and Plan of Merger (the "Agreement") to which this Certificate is attached, after having been first duly adopted and executed on behalf of GB Florida by its President and Assistant Secretary, was duly approved and adopted by the sole shareholder of GB Florida pursuant to a written consent dated March 12, 1996.

IN WITNESS WHEREOF, I have executed this Certificate on March 12, 1996.



Oscar E. Marina
Assistant Secretary

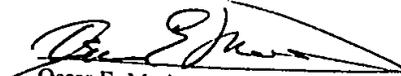
Certificate of Secretary

of

G.B. PARFUMS, INC.
a Delaware corporation

I, Oscar E. Marina, Secretary of G.B. PARFUMS, INC., a Delaware corporation ("GB Delaware"), do hereby certify that the Agreement and Plan of Merger (the "Agreement") to which this Certificate is attached, after having been first duly adopted and executed on behalf of GB Delaware by its President and Secretary, was duly approved and adopted by the sole stockholder of GB Delaware pursuant to a written consent dated March 12, 1996.

IN WITNESS WHEREOF, I have executed this Certificate on March 12, 1996.


Oscar E. Marina
Secretary

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