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TO
DIVISION OF
DEPARTMENT
STATE OF FLORIDA
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MIAMI FL 33135-

((H95000005885)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GENERAL FRANGREANCES CORPORATION
FAX AUDIT NUMBER: H95000005885

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**ARTICLES OF INCORPORATION OF
GENERAL FRAGRANCES CORPORATION**

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

ARTICLE I. NAME

The name of the corporation shall be:

GENERAL FRAGRANCES CORPORATION

The principal place of business of this corporation shall be:

1906 COLLINS AVENUE, SUITE 17

MIAMI BEACH, FLORIDA 33139

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share, all of one class.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1906 COLLINS AVENUE, SUITE 17 MIAMI BEACH, FLORIDA 33139 and the name of the initial registered agent of the corporation at that address is WALTER AYUSO.

Prepared by:

MAGDA MONTELL DAVIS, P.A.
2650 S.W. 27 AVENUE, SUITE 300
MIAMI, FLORIDA 33133
Florida Bar: 236901

305-446-1151

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his/her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have a board of directors consisting of no less than one director. The initial Board of Directors shall be:

DANIEL AYUSO, President

WALTER AYUSO, Vice President

MARCELA SPEUCCO, Secretary

1906 COLLINS AVENUE, SUITE 17

MIAMI BEACH, FLORIDA 33139

ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator of this corporation is:

ARTICLE IX. AMENDMENTS

These Article of Incorporation may be amended in the manner provided by law.

ARTICLE X. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt By-Laws is reserved to the shareholders and may take the form of a shareholder agreement.

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IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals this __ day of May 23, 1995 for the purpose of forming this Corporation under the laws of the State of Florida.


 DANIEL AYISO

STATE OF FLORIDA)

: SS

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this __ day of May 23, 1995. by
DANIEL AYISO, who is personally known to me and who did take an oath.


 Notary Public, State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
 MY COMMISSION EXPIRES IN THE
 MONTH OF JANUARY 1996

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ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statutes 607.323.

IN WITNESS WHEREOF I have hereby set my hand and seal this ____ day of May 25, 1995.



WALTER AYUSO

REGISTERED AGENT

Prepared by:

MAGDA MONTIEL DAVIS, P.A.
2630 S.W. 27 AVENUE, SUITE 300
MIAMI, FLORIDA 33133
Florida Bar: 236901

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