

P95000057135

VELDON BARGER
777 N.E 62nd Street
Apartment C 501
Miami, FL 33138

FILED

95 JUL 24 11 8 57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 15, 1995

Division of Corporations
Department of State
Post Office Box 327
Tallahassee, Florida 32314

400001520384
-06/22/95--01038--002
***122.50 ***122.50

Attention filing Department

RE: Shopkeeper, LTD.
Acceptance of Registered Agent

Dear Clerk:

Enclosed please find the Articles of Incorporation for the above named corporation together with a check for the filing fee.

I am herewith also accepting appointment as the registered agent for said corporation. If there is a special form that you wish for me to sign, please forward the same to me.

Thank you.

Sincerely,

Veldon Barger
RFFme/enc.

ACCEPTANCE OF DESIGNATED REGISTERED AGENT

I, VELDON BARGER, do hereby acknowledge appointment as the registered agent for Shopkeeper, LTD., and accept the same and do hereby accept the appointment of registered agent for Shopkeepers, LTD., and further agree to perform all of the duties of said appointment faithfully and in compliance with all statutes, rules and regulations of the State of Florida.

Veldon Barger
VELDON BARGER, Registered Agent,
SHOPKEEPER, LTD.

W95-12940

N. HENDRICKS JUL 25 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1995

VELDON BARGER
777 N.E. 62ND ST.
APT. C-501
MIAMI, FL 33138

SUBJECT: SHOPKEEPERS, LTD.
Ref. Number: W95000012940

We have received your document for SHOPKEEPERS, LTD. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent acceptance and signature cannot be on the cover letter. Please put it on a separate page.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 595A00031095

ARTICLES OF INCORPORATION.

OF

SCENTED SHOPKEEPER LTD, INC.

FILED
95 JUL 24 AM 8 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME AND PRINCIPAL OFFICE.

The name of this corporation is: SCENTED SHOPKEEPER LTD, INC.
The principal address of the corporation is:

777 N.E 62nd Street
Apartment C 501
Miami, FL 33138

This principal address of the corporation is the same as the registered office address set forth below.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing on July 5, 1995.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

VELDON BARGER
777 N.E 62nd Street
Apartment C 501
Miami, FL 33138

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by

Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The names of the initial directors of this Corporation and their street addresses are:

VELDON BARGER
777 N.E 62nd Street
Apartment C 501
Miami, FL 33138

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

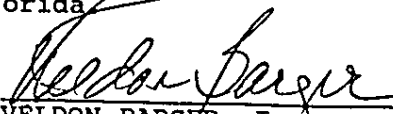
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

VELDON BARGER
777 N.E 62nd Street
Apartment C 501
Miami, FL 33138

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, has executed the foregoing Articles of Incorporation on July 5, 1995, in Miami, Dade County, Florida


VELDON BARGER, Incorporator

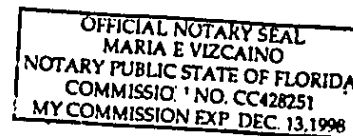
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared VELDON BARGER personally known to me and who presented to me Florida Driver's License as proof of identification and to me known to be the person described as Incorporators and who I placed under oath and

who then stated that he executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to these Articles of Incorporation on July 5, 1995.

(SEAL)

Maria E. Vizcaino
Notary Public, State of Florida at Large
My commission expires:
Printed Name: ~~Roberta Fox~~



ACCEPTANCE OF DESIGNATED REGISTERED AGENT

I, VELDON BARGER, do hereby acknowledge appointment as the registered agent for SCENTED SHOPKEEPER LTD, INC. and accept the same and do hereby accept the appointment of registered agent for SCENTED SHOPKEEPER LTD, INC., and further agree to perform all of the duties of said appointment faithfully and in compliance with all statutes, rules and regulations of the State of Florida.

Veldon Barger
VELDON BARGER, Registered Agent,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA