

J. JOUANELL LINKOUS
Attorney at Law
5118 North 56th Street, Suite 111
Tampa, Florida 33610
(813) 621-8398
Facsimile (813) 628-4797

August 10, 1995

Division of Corporations
Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

000001559460
-08/14/95--01033--016
****122.50 ****122.50

EFFECTIVE DATE
8-10-95

Re: Articles of Incorporation of Heaven Scents Enterprises
Inc., a profit corporation

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles
of Incorporation and Registered Agent Certificate for the above-
referenced profit corporation.

Please note that the effective date of the corporation is
August 10, 1995.

Also enclosed is our client's check in the amount of \$122.50
made payable to the Department of State representing the filing
fees, certified copy fee and registered agent fee.

Upon processing please return a certified copy of the Articles
of Incorporation to this office.

Should you have any questions please do not hesitate to
contact the undersigned at (813) 621-8398.

Sincerely,

J. Juanell Linkous
J. JOUANELL LINKOUS
Attorney at Law

JJL:jhl
Enclosures

okra GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Director address*
DATE *8-15-95*
DOC EXAM *J. Turner*

8-15-95

ARTICLES OF INCORPORATION
OF
HEAVEN SCENTS ENTERPRISES INC.

FILED
95 AUG 14 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8-10-95

We, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation shall be:

HEAVEN SCENTS ENTERPRISES INC.

ARTICLE II.

Existence of Corporation

This corporation shall begin on August 10, 1995, and shall thereafter have perpetual existence.

ARTICLE III.

Purposes

The corporation may engage in the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV.

General Powers

The corporation shall have power:

- a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- b. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.
- e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

f. To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

g. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law.

i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

j. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

k. To make donations for the public welfare or for charitable, scientific, or educational purposes.

l. To transact any lawful business which the board of Directors shall find will be in aid of governmental policy.

m. To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries, if any.

n. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

o. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

p. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V.

Capital Stock

a. The total number of shares of capital stock authorized to be issued by the corporation shall be 1,500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting call for such purpose. All stock when issued shall be paid for and shall be nonassessable.

b. In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI.

Principal Office

The principal place of business of this corporation shall be: 12101 North 56th Street #3, Temple Terrace, Florida 33617, and the mailing address of this corporation shall be Post Office Box 2169, Brandon, Florida 33509-2169.

ARTICLE VII.

Initial Registered Office and Registered Agent

The street address of the corporation's initial registered office is 12101 North 56th Street #3, Temple Terrace, Florida 33617, and the name of the corporation's initial registered agent at such address is RODOLFO PIZZARELLO. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

ARTICLE VIII.

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of each person who is to serve as a member thereof are as follows:

<u>Name</u>	<u>Address</u>
Nylah Ibrahim	12101 North 56th Street #3 Temple Terrace, Florida 33617
Rodolfo Pizzarello	12101 North 56th Street #3 Temple Terrace, Florida 33617

ARTICLE IX.

Incorporators

The name and address of the incorporators of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Nylah Ibrahim	12101 North 56th Street #3 Temple Terrace, Florida 33617
Rodolfo Pizzarello	12101 North 56th Street #3 Temple Terrace, Florida 33617

ARTICLE X.

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

ARTICLE XI.

Indemnification of Directors

a. No director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that

the foregoing clause shall not apply to any liability of a director:

(1) for any breach of the director's duty of loyalty to the corporation or its shareholders;

(2) for any act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;

(3) under Section 607, Florida Statutes, the Corporation Law of the State of Florida; or

(4) for any transaction from which the director derived an improper personal benefit.

b. This Article does not limit or eliminate the liability of a director for any act or omission that occurred before the time this Article became effective. Any repeal, termination, modification, or cancellation of this Article shall not terminate or adversely affect any right or protection of a director granted by this Article for any act of, or omission by, that director occurring before the date of repeal, termination, modification, or cancellation.

IN WITNESS WHEREOF, the undersigned have executed these Articles for the uses and purposes therein stated this 10th day of August, 1995.



RODOLFO PIZZARELLO



NYLAH IBRAHIM

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 10th day of August, 1995, personally appeared RODOLFO PIZZARELLO and NYLAH IBRAHIM, to me well known to be the persons described in and who signed the foregoing Articles of Incorporation, or who produced a Florida driver's license as identification, and who upon oath acknowledged to me that they executed the same freely and voluntarily for the uses and purposes expressed in the foregoing Articles of Incorporation.

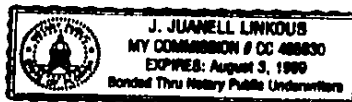
WITNESS my hand and official seal the date aforesaid.

Personally Known
TYPE OF IDENTIFICATION

J. Juanell Linkous
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
J. Juanell Linkous
Printed Name of Notary Public

COMMISSION NO. _____

My Commission Expires: _____



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE
OF
HEAVEN SCENTS ENTERPRISES INC.

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

(a) The name of the corporation is HEAVEN SCENTS ENTERPRISES INC.

(b) The name and address of the registered agent and office are:

RODOLFO PIZZARELLO
12101 North 56th Street #3
Temple Terrace, Florida 33617

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


RODOLFO PIZZARELLO

DATE: Sept. 19, 1995

FILED
95 AUG 14 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA