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Moraima Fernandez
P. O. Box 171810
Hialeah, Florida 33017-1810

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 12, 1996

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32399

Re: Perfumes N' Things, Inc.

Dear Sir/Madam:

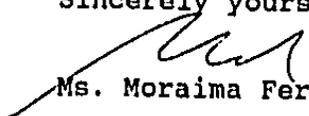
Enclosed please find check in the amount of \$122.50 to cover the filing fee for "Perfumes N' Things, Inc."

Please be advised that the permanent mailing address for the above corporation is :

P. O. Box 171810, Hialeah, Florida 33017-1810

Thank you for your cooperation.

Sincerely yours,


Ms. Moraima Fernandez

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ARTICLES OF INCORPORATION
OF
Perfumes N' Things, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 15 1965

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation.

ARTICLE I

NAME

The name of this Corporation shall be:
Perfumes N' Things, Inc.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purpose proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

a) To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land buildings belongings to or to be acquired by this company, or any person, firm or corporation.

b) To purchase, manufacture, acquire, hold own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade real and personal property of every kind and description.

c) To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidence of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

d) To acquire, hold, undertake and fully exploit the goodwill property rights, franchise and assets of every kind, and the liabilities of any persons, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise.

e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchise, or for additional working capital, or any other object in or about its business or

affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

g) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions, and dependencies of the United States, District of Columbia, and in any and all foreign countries.

h) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes evidences of indebtedness, leases, options, certificates of interest participation certificates, voting trust certificates evidencing shares of or interest in common law trust, trust, and estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights, to investigate and report with respect

to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or re-organization of financial, commercial, mercantiled, manufacturing, industrial or other business concerns, firms, association and corporations, to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i) To engage, in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

j) To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment hereto necessary and incidental to the protection and benefit of the corporation and in genral to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumerating of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be 1,500

shares \$ 5.00 each, common stock. This stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation, without first giving the right of purchase for ten (10) days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders, of record at the same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than \$200.00 dollars

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to the law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principle place of business of said corporation shall be at:

815 N.W. 57th Avenue, Miami, Florida 33126
with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than one no more than one.

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
Moraima Fernandez President Secretary/Treasurer	815 N.W. 57th Avenue Miami, Florida 33126

ARTICLE IX

SUBSCRIBERS

NAME	ADDRESS
Moraima Fernandez (100%)	815 N.W. 57th Ave, Miami, Fl 33126

ARTICLE X

This 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 or set out in the Corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this corporation shall have the power to make or amend the By Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XI

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof,

to any other person, or to firms or corporations who may here-
after become subscribers to the capital stock of the corporation,
who, upon acceptance of said assignment, shall stand in lieu of
the original incorporators, and assume and carry out all the
rights, liabilities and duties entailed by said subscribers,
subject to the laws of the State of Florida, and the execution of
the necessary instruments of assignment.

ARTICLE XII

The register agent of the Corporation shall be:

Moraima Fernandez

The register office of the corporation shall be:

815 N.W. 57 Avenue, Miami, Florida 33126

IN WITNESS WHEREOF, WE the undersigned, being each of
original subscribers to the capital stock hereinabove named, for
the purpose of foregoing a corporation to do business both within
and without the State of Florida, under the laws of Florida, do
make and file these Articles, hereby declaring and certifying
that the facts herein stated are true, and do respectfully agree
to take the number of shares hereinabove set forth, and hereunto
set our hands and seal this 12th day of February , 1996

	(Seal)	_____	(Seal)
_____	(Seal)	_____	(Seal)
_____	(Seal)	_____	(Seal)

Certificate designating place of business or domicile for
for the service of process within Florida, naming agent upon whom
process may be served.

In compliance with Section 48-901 Florida Statutes, the
following is submitted:

First that: Perfumes N' Things, Inc.

desiring to organize or qualify under the laws of the State of
Florida with its principal place of business at the city of
Miami, State of Florida has named Moraima Fernandez
(Resident Agent) located at 815 N.W. 57 Avenue

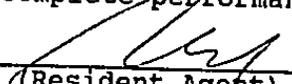
City of Miami, State of
Florida, as its agent to accept service of process within Florida.

Signature 
(Corporate Officer)

Title: President

Date: 02/12/96

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.

Signature 
(Resident Agent)

Date: 02/12/96

FILED
FEB 15 PM 12:05
TALLAHASSEE, FLORIDA
STATE DEPARTMENT OF STATE