



P96000015585

February 12, 1996

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

BOARD OF DIRECTORS

Officers

Dr. Roy Phelan
President

Harold Butler, Jr.
Secretary

Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Cline, Esq.

T. Wilard Fox

Ronald E. Frazier

Howard Hadley, Jr., M.D.

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Dr. Rudolph Moko

Gail C. Reeves

Noel Robinson

Dorothy Stewart

Karen Johnson Street

Elaine H. Black,
Executive Director

RE: Articles of Incorporation: PERFUMES PLUS, INC.

Dear Sir/Madam:

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-02/16/96--01011--003
****122.50 ****122.50

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, Certificate Designating Place of Business and Registered Agent, check #1173 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fee.

Please file both the Articles and Certificate of Designation for each of the corporations and return a file-marked, certified copy of each document to the following:

WILLIAM C. YOUNG, CPA, JD
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 16 PM 1:23

Thank you for attention to this matter.

Sincerely,

William C. Young, JD, CPA

WCY/cd
Encls.

AL FEB 20 1996

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

draftarticles/perfumes inc

ARTICLES OF INCORPORATION

OF

PERFUMES PLUS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is PERFUMES PLUS, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 7844 Embassy Boulevard, Miramar, Florida, 33023.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration

as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 7844 Embassy Boulevard, Miramar, Florida, 33023, and the registered agent at that office is MICHAEL D. FENDERSON

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

MICHAEL D. FENDERSON
7844 Embassy Boulevard
Miramar, Florida 33023

SABRINA W. FENDERSON
7844 Embassy Boulevard
Miramar, Florida 33023

ARTICLE IX: INCORPORATORS

The incorporators of the Corporation is as follows:

MICHAEL D. FENDERSON
7844 Embassy Boulevard
Miramar, Florida 33023

SABRINA W. FENDERSON
7844 Embassy Boulevard
Miramar, Florida 33023

IN WITNESS WHEREOF, WE, MICHAEL D. FENDERSON and SABRINA W. FENDERSON, the undersigned incorporators, have signed these Articles of Incorporation on this 9th day of February, 1996 and acknowledged the same to be my act.


MICHAEL D. FENDERSON

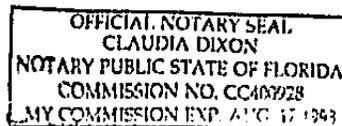

SABRINA W. FENDERSON

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was sworn to before me this 9th day of February, 1996 by MICHAEL D. FENDERSON, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Florida Driver's License as identification.

NOTARY PUBLIC:



SIGN: Claudia Dixon
PRINT: Claudia Dixon
STATE OF FLORIDA AT LARGE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That PERFUMES PLUS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of BROWARD, State of Florida, has named MICHAEL D. FENDERSON at 7844 Embassy Boulevard, in the City of Miramar, County of BROWARD, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the 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.

BY: 
MICHAEL D. FENDERSON

DATE: 2-9-96

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