

P960000 43687

5/20/96

Lazarus Rotstein

11077 Biscayne Blvd. PH

Miami FL 33161

899-2080

VALIDATION ONLY

FILED
96 MAY 22 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

500001334835
-05/22/96--01079--015
****122.50 ****122.50

FRAGRANCE CENTER INC

Empire Toll Free: 1-800-432-3028

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Will Wait | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |

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Availability
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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CR2E031 (R8-85)

LAW OFFICES
LAZARUS ROTHSTEIN, P.A.
11077 BISCAYNE BOULEVARD, PENTHOUSE
MIAMI, FLORIDA 33101

LAZARUS ROTHSTEIN

JOEL M. ARESTY
OF COUNSEL

May 21, 1996

TELEPHONE: (305) 899-2080
FACSIMILE: (305) 899-9809

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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96 MAY 22 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: *Fragrance Center, Inc.*

Dear Sir:

Enclosed herewith, please find an original and two copies of the proposed Articles of Incorporation of the above captioned corporation.

Please file the original and return a certified copy to this office.

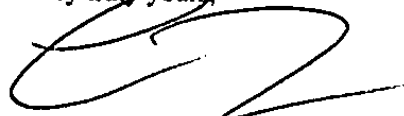
Enclosed is a check in the sum of \$122.50 for the following:

Filing Fee:	\$35.00
Certified Copy:	52.50
Registered Agent Fee:	<u>35.00</u>

TOTAL: **\$122.50**

Thank you for your cooperation.

Very truly yours,



Lazarus Rothstein

LR:cg
Enclosures

**ARTICLES OF INCORPORATION
OF
FRAGRANCE CENTER, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME AND PRINCIPLE OFFICE**

The name of the Corporation is FRAGRANCE CENTER, INC. The initial principal office is 11077 Biscayne Blvd., PH, Miami, Florida 33161.

**ARTICLE II
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation and the name of the initial registered agent is:

Lazarus Rothstein, Esq.
11077 Biscayne Blvd., PH
Miami, FL 33161

**ARTICLE VI
DIRECTORS**

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one (1). The number of directors constituting the initial board of director to serve as member of the initial board of director is:

Gloria Ezperanza Mantilla

**ARTICLE VII
INCORPORATOR**

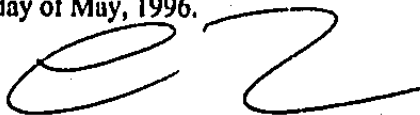
The name and address of the incorporator is:

Lazarus Rothstein, Esq.
11077 Biscayne Blvd., PH
Miami, FL 33161

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 21 day of May, 1996.



Lazarus Rothstein, INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 21 day of May, 1996, by LAZARUS ROTHSTEIN, ESQ., who is personally known to me and who did take an oath.

Sign *Cecilia Garcia*
NOTARY PUBLIC

Print Cecilia Garcia

FILED
96 MAY 22 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission expires
NOTARY SEAL
CECILIA A GARCIA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC360197
MY COMMISSION EXP. DATE 29, 1998

ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Lazarus Rothstein

Lazarus Rothstein, REGISTERED AGENT