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7/26/96 5:52 PM
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: CORPORATE CREATIONS INTERNATIONAL IN
DEPARTMENT OF STATE 401 OCEAN DR
STATE OF FLORIDA SUITE 312
409 EAST GAINES STREET MIAMI BEACH FL 33139-0000 0
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0686
FAX: (305) 672-9110
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: DIGITECH INTERNATIONAL HOLDING CORP.
FAX AUDIT NUMBER: H96000010433 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/26/1996 TIME REQUESTED: 17:52:02
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$78.75 ACCOUNT NUMBER: 073171003004

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(((H96000010433)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

204-15787

Mail Add
SECRETARY OF STATE
JUL 29 PM 4:12
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NOTE: Please disregard
earlier set of Articles
fax under this coversheet.
Please file the attached.
Thanks.
Luis

[Handwritten signature]

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JUL 29 AM 7:33
JUL 29 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

July 29, 1996

CORPORATE CREATIONS INTERNATIONAL INC.

MIAMI BEACH, FL

SUBJECT: DIGITECH INTERNATIONAL HOLDING CORP.
REF: W96000015787

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: W96000010433
Letter Number: 396A00036250

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**Articles of Incorporation
of
DIGITECH INTERNATIONAL HOLDING CORP.**

Article I. Name

The name of this Florida corporation is:
DIGITECH INTERNATIONAL HOLDING CORP.

Article II. Address

The mailing address of the Corporation is:
**DIGITECH INTERNATIONAL HOLDING CORP.
P.O. Box 669
Palm Beach FL 33480**

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
**Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

Article IV. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Dale B. Finfrock, Jr.

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TALLAHASSEE, FLORIDA

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Article V. Capital Stock

The Corporation shall have the authority to issue 20,000,000 shares of common stock, par value \$.001 per share.

The Corporation shall have the authority to issue 1,000,000 shares of preferred stock, par value \$.001 per share, which may be divided into series and with the preferences, limitations and relative rights determined by the Board of Directors. The Corporation elects not to be governed by the Affiliated Transactions Statute, F.S. 607.0901. The Control Share Acquisitions Statute, F.S. 607.0902, shall not apply to control share acquisitions of shares of the Corporation.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective July 26, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on July 26, 1996

Corporate Creations International Inc.

By: 

Luis A. Uriarte Vice President

H96000010433

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

H96000010433

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
DIGITECH INTERNATIONAL HOLDING CORP.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
686 North Dupont Boulevard #302
Milford DE 19963

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Corporate Creations Enterprises, Inc.
Luis A. Uriarte, Vice President

Date: July 26, 1996

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TALLAHASSEE, FLORIDA

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

1/14/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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1:10 PM

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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305) 672-0686

ACCT#: 073171003004

FAX #: (305) 672-9110

NAME: DIGITECH INTERNATIONAL HOLDING CORP.

AUDIT NUMBER.....H97000000771

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS, 0

PAGES 3

CERT. COPIES.....0

DEL. METHOD. . FAX

EST. CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment

Article I. Name

The name of this Florida corporation is Digitech International Holding Corp. (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended to include the following additional provisions:

Denial of Preemptive Rights

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

Amendment of Bylaws

Notwithstanding anything in these Articles of Incorporation, the Bylaws or applicable state corporation law, the shareholders shall not adopt, modify, amend or repeal bylaws of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the Corporation entitled to vote thereon.

Shareholders

Inspection of Books. The Board of Directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholders shall constitute a quorum.

Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

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JAN 15 1997
SECRET
TALLAHASSEE, FLORIDA

Liability and Indemnification of Directors and Officers

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its Bylaws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this Corporation against any contingency or peril as may be determined to be in the best interests of this Corporation, and to procure policies of insurance at this Corporation's expense.

Contracts

No contract or other transaction between this Corporation and any person, firm or other company shall be affected by the fact that any other officer or director of this Corporation is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or in the future obtains a direct or indirect interest in such contract.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on January 14, 1997.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on January 14, 1997.

Digitech International Holding Corp.

By: 

Dale B. Finerock, Jr.

Its: President

H97000000771

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0885

2/21/97

FLORIDA DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
ELECTRONIC FILING COVER SHEET

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((H97000003078 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: DIGITECH INTERNATIONAL HOLDING CORP.

AUDIT NUMBER.....H97000003078

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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NC

NOTE

We are aware that
Fragrance Express Inc changed
to Fragrance Express of Florida, Inc.
that company & this company
share the same principals &
consent to the name selections

TALLAHASSEE, FLORIDA

97 FEB 21 PM 2:50

FILED

FLORIDA DIVISION OF CORPORATIONS

97 FEB 21 PM 2:22

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**Articles of Amendment
Changing Corporate Name From
Digitech International Holding Corp.
to
Fragrance Express Inc.**

Article I. Name

The name of this corporation is Digitech International Holding Corp.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Digitech International Holding Corp. to Fragrance Express Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on February 21, 1997.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on February 21, 1997.

Digitech International Holding Corp.

By: *Kara O'Donnell*
Kara O'Donnell, Assistant Secretary

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97 FEB 21 PM 2:50
TALLAHASSEE, FLORIDA

H97000003078

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686