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FILED

96 JUL 29 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-07/30/96--01092--0017
****122.50 ****122.50

Dear Sirs:

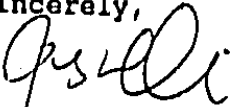
Enclosed is a Certificate of Incorporation to be filed along with
our check for \$122.50.

The new business is Cosmetic & Fragrance Outlet, Inc.

Please process promptly and return them to our office.

Thank you for your assistance in this matter.

Sincerely,


James G. Mullin
Vice President

PH
7/31/96

ARTICLES OF INCORPORATION
OF
COSMETIC & FRAGRANCE OUTLET, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this corporation is Cosmetic & Fragrance Outlet, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America. This shall include, but not be limited to: wholesale and retail distribution of perfumes, beauty aids and supplies, and all other related activities.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE IV - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The name of the initial officer and director if this corporation is:

Brenda Paul
2152 W. Atlantic Avenue
Delray Beach, Fl 33445

Gerald Paul
2152 W. Atlantic Avenue
Delray Beach, Fl 33445

Anthony Castro
2152 W. Atlantic Avenue
Delray Beach, Fl 33445

Sharon Castro
2152 W. Atlantic Avenue
Delray Beach, Fl 33445

ARTICLE VI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is James G. Mullin, 2263 N.W. Boca Raton Blvd., #205, Boca Raton, Florida 33431.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - CORPORATE ADDRESS

The initial address in the State of principal office of the corporation shall be:

2152 W. Atlantic Avenue
Delray Beach, Florida 33445

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - SUB-CHAPTER S CORPORATION

This corporation may elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII - SECTION 1244

This corporation elects to be treated under the provision of I.R.S. Code Section 1244.

ARTICLE XIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Brenda Paul
2152 W. Atlantic Avenue
Delray Beach, Fl 33445

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6 day of June, 1996.

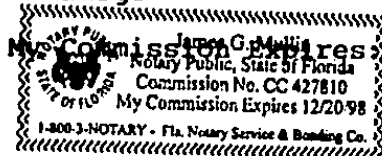
Brenda Paul

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements, in the State and County aforesaid, personally appeared Brenda Paul, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same for the purposes there expressed.

IN WITNESS HEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 6 of June, 1996.

James G. Mullin
James G. Mullin
Notary Public, State of Florida
at Large



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

1. The name of the Corporation is:

Cosmetic & Fragrance Outlet, Inc.
2. The name and address of the registered agent and office is: JAMES G. MULLIN, 2263 NW Boca Raton Blvd., #205, Boca Raton, FL 33431.

SIGNATURE

Brenda Paul
(Corporate Officer)

TITLE:

Pres

DATE:

6/6/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEARBY 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE:

J. G. Mullin
(Registered Agent)

DATE:

6/6/96