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August 1, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: REGENT FRAGRANCES, INC.

Dear Sir or Madam:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above referenced corporation, together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
Total	\$122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON &
WHITE, P.A.

Georgina J. Popham
Georgina J. Popham
Legal Assistant

Enclosures: Check
Articles in duplicate

cc: Mark A. Pachman, Esq.

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STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
REGENT FRAGRANCES, INC.

FILED
MAR 2 1969
CLERK
STATE OF FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:
REGENT FRAGRANCES, INC.

ARTICLE II

ADDRESS

The principal office and mailing address of the corporation is:

700 W. Hillsboro Boulevard
#2-206
Deerfield Beach, Florida 33441

ARTICLE III

AUTHORIZED SHARES

A. The number and classes of shares of Common Stock which the Corporation shall be authorized to create and issue are:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
Class A Common Stock	1,000	\$.01
Class B Common Stock	1,000	\$.01

B. The Class B Common Stock shall have no voting rights. Except for this, the relative rights, preferences and limitations of the Class A Common Stock and the Class B Common Stock shall be the same.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Mark A. Pachman

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Mark A. Pachman	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, Florida 33401

ARTICLE VII

DIRECTORS

The name and address of the individual who is to serve as the initial director of this Corporation is:

<u>Name</u>	<u>Street Address</u>
Eugene L. Re	700 W. Hillshoro Boulevard #2-206 Deerfield Beach, Florida 33441

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 1st day of August, 1996.


Mark A. Pachman, Incorporator

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, REGENT FRAGRANCES, INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard,

Suito 1200, West Palm Beach, Florida 33401, has named Mark A. Pachman located thereat as its registered agent to accept service of process within this State.

By: 
Mark A. Pachman, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 
Mark A. Pachman, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA