

796000083177

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Body. Scentsations -
SGP, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement	***122.50	***122.50
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service _____		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority _____		
<input type="checkbox"/> Express Mail Prep. _____		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

10/09/99 10:25:00
 -10/09/99--01025--012
 ***122.50 ***122.50

95 OCT 19 AM 10:59
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>PAK</u>	_____	_____	_____

WALK-IN Will Pick Up 109 1200 AB 10/9

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

95 OCT 19 AM 9:50
 DIVISION OF CORPORATE STATE

RECEIVED

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amount
 Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION
OF
BODY SCENTATIONS-SGP, INC.

FILED
96 OCT -9 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation is **BODY SCENTATIONS-SGP, INC.**

ARTICLE II TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing these Articles with the Florida Department of State and the corporation shall have perpetual existence thereafter.

ARTICLE III NATURE OF BUSINESS

The corporation is organized for the purpose of engaging in any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

3501 So. Tamiami Trail
Unit 103, Southgate Plaza
Sarasota, FL 34239

ARTICLE V CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock (designated as common shares) which shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VI DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws of the corporation, provided that the corporation shall always have at least two (2) directors. The name and street address of the initial directors of this corporation, who shall serve until their successors, if any, are duly elected and qualified are: Peter S. Schatz - 3030 Gulf of Mexico Dr., Longboat Key, Florida 34228 and Rae B. Schatz - 3030 Gulf of Mexico Dr., Longboat Key, Florida 34228.

ARTICLE VII INCORPORATOR

The names and street addresses of the incorporators to these Articles of Incorporation are:

Peter S. Schatz
3030 Gulf of Mexico Dr.
Longboat Key, FL 34228

Rae B. Schatz
3030 Gulf of Mexico Dr.
Longboat Key, FL 34228

ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Robert M. Fournier
22 So. Tuttle Avenue, Suite 4
Sarasota, FL 34237

The undersigned have executed these Articles of Incorporation this 7th day of October, 1996.



Peter B. Schatz




Rae B. Schatz

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT - REGISTERED OFFICE**

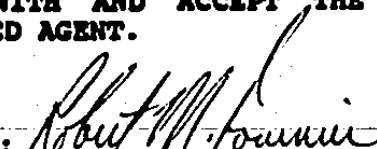
FILED
96 OCT -9 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.050 of Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent/registered office, in the State of Florida:

1. The name of the corporation is **Body Scentsations-SQP, Inc.**
2. The name and address of the registered agent and office are:
Robert M. Fournier, Esq.
22 So. Tuttle Ave., Suite 4
Sarasota, FL 34237


Peter S. Schatz, President
President
October 7th, 1996

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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.

Signature: 
Robert M. Fournier

Date: October 7, 1996