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B. REGISTER JAN 1 4 1997

CR2E031 (R8-85)

Verifier

Acknowledgment

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I. NAME

The name of this Corporation shall be:

Ac-scents, inc.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, of ONE DOLLAR (\$1.00) par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than ONE HUNDRED DOLLARS (\$100.00).

ARTICLE V. TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI. ADDRESS

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

19101 Mystic Point Drive Aventura, Florida 33180 Articles of Incorporation, Continued

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

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have two Director(s) initially.

The number of Directors may be either increased or diminished by the Bylaws adopted by the Shareholders but shall never be less than one. The name and address of the initial Director(s) of this Corporation:

JERRY KARST 19101 Mystic Point Drive Apt 2802 Aventura, Florida 33180

JOSEPH SPINELLI 1521 Alton Road Apt 330 Miami Beach, Florida 33139

ARTICLE VIII. INCORPORATOR

The names and addresses of the Incorporators:

JERRY KARST 19101 Mystic Point Drive Apt 2801 Aventura, Florida 33180 JOSEPH SPINELLI 1521 Alton Road Apt 330 Miami Beach, Florida 33139

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and Shareholders.

ARTICLE X. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholder in subject to this reservation.

Articles of Incoporation, Continued

COMMISSION NO. CC403656 MY COMMISSION EXP. AUG. 28,1998

ARTICLE XI. SUB-CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation, as defined by the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, as subscribing Incorporators, have hereunto set our hands and seals this 10^{-2} day of 10^{-2} day of 10^{-2} for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file in the office of the Secretary of the State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

Joseph Spruelli	Lai Keen
President: JOSEPH SPINELLI	Vice President: JERRY KARST
STATE OF SECRET	- /
SWORN TO AND SUBSCRIBED BEFORE ME	THIS 102 DAY OF JANUARY
OFFICIAL NOTARY SEAL HARVEY S KASE NOTARY HIBLIG STATE OF HIGHINA	NOTARY DIBYTO

FILED

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

Articles of Incorporation, Continued

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, Jerry Karst, located at 19101 Mystic Point Drive, Aventura, Florida 33180, accepts this position as signed below:

Jerry Karet

The Registered Office will be located at, 19101 Mystic Point Drive, Aventura, Florida 33180.

Jerry Karst