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1/27/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: U.S. FRAGRANCE AND BATH, INC.

AUDIT NUMBER.....H97000001522

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION**  
**OF**  
**U.S. FRAGRANCE AND BATH, INC.**

**ARTICLE I - NAME**

The name of this Corporation is U.S. Fragrance & Bath, Inc.

**ARTICLE II - ADDRESS**

The address of the principal office and mailing address of the corporation is 19506 Black Olive Lane, Boca Raton, Florida 33493.

**ARTICLE III - DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV - PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of ONE DOLLAR (\$1.00) par value voting common stock.

Prepared by: Kauffman Rossin & Co.  
2699 South Bayshore Drive  
Miami, FL 33133  
(305) 856-3284

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**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 2699 SOUTH BAYSHORE DRIVE, MIAMI, FLORIDA 33133, and the name of the initial registered agent of this Corporation at that address is ROBERT A. KAUFMAN.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than ONE (1). The name and address of the initial director of this Corporation is:

**SCOTT RARES**

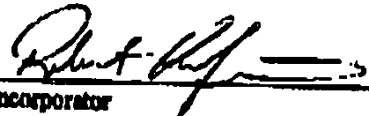
**19506 Black Olive Lane  
Boca Raton, Florida 33496**

**ARTICLE VIII - INCORPORATOR**

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

**ROBERT A. KAUFMAN**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of January, 1997.

  
Incorporator

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STATE OF FLORIDA

COUNTY OF PALM BEACH

)  
) SS.  
)

The foregoing instrument was acknowledged before me on Jan 24, 1997, by Robert  
A. Kaufman, to whom is personally known to me and he did take an oath.

Michelle Moyano  
Name: Michelle Moyano  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



MICHELLE MOYANO  
My Commission OC071816  
Expires Jan. 02, 1999  
Bonded by ANA  
800-822-8272

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**CERTIFICATE OF REGISTERED AGENT**

**OF**

**U.S. FRAGRANCE & BATH, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That U.S. Fragrance & Bath, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named Robert A. Kaufman as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 24th day of January, 1997.

  
ROBERT A. KAUFMAN

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