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February 4, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: ScentsAbility Limited, Inc.

Gentlemen:

Enclosed for filing are the original and one copy of the Articles of Incorporation, and Designation of Registered Agent of ScentsAbility Limited, Inc.

Also enclosed is a check in the amount of \$122.50 in payment of the following costs:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy of Articles of Incorporation	<u>52.50</u>
TOTAL:	\$122.50

Please file these Articles of Incorporation, certify the enclosed copy and return same to me at this office.

Thank you for your assistance.

Sincerely,

Samuel E. Duke

Samuel E. Duke

SED/jes
Enclosures

FILED
97 FEB 10 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1997

ATTORNEYS TITLE INSURANCE FUND
660 E JEFFERSON ST
SUITE 200
TALLAHASSEE, FL 32301

The name **SCENTSABILITY LIMITED INC.** has been reserved for 120 days beginning January 27, 1997. The reservation number is R97000000422 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).



If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 797A00004185

ARTICLES OF INCORPORATION

OF

SCENTSABILITY LIMITED, INC.

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SEC. OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I.

The name of the corporation is SCENTSABILITY LIMITED, INC.

ARTICLE II.

The street address of the initial principal office of the corporation is 747 Eagle Ridge Drive, Lake Wales, Florida 33853.

ARTICLE III.

The duration of the corporation shall be perpetual.

ARTICLE IV.

The general purposes for which the corporation is organized are:

1. To engage in the business of retail sales of imported bottles and glassware, lamps, candles, potpourris, fragrance oils, essential oils, herbal oils and vinegars, and other products.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V.

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares of common stock. Such shares shall be of a single class, and shall have a par value of One Dollar

purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of the corporation is 503 Walter Avenue, Frostproof, Florida 33843, and the name of the initial registered agent of the corporation at such address is Noel E. Collier.

ARTICLE VIII

The number of directors constituting the corporation's initial board of directors is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Noel E. Collier	747 Eagle Ridge Drive Lake Wales, FL 33853

ARTICLE IX

The name and address of the person signing these Articles of Incorporation is Noel E. Collier, 747 Eagle Ridge Drive, Lake Wales, FL 33853.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of February, 1997.

Witnesses:

Steven L. Wayson
Clare Harvath

Noel E. Collier
NOEL E. COLLIER

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned Notary Public, personally appeared NOEL E. COLLIER, who is personally known to me, and who is known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation freely and voluntarily and for the purposes therein expressed.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is SCENTSABILITY LIMITED, INC.
2. The name and address of the registered agent and office is:

NOEL E. COLLIER
503 Walter Avenue
Frostproof, Florida 33843

Having been named as registered agent and to accept service of process for the above stated 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.


NOEL E. COLLIER, Registered Agent

FILED
97 FEB 10 AM 10:00
TALLAHASSEE, FLORIDA