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OFFICE OF
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Attorney at Law

SUITE 201

2330 PONCE DE LEON BOULEVARD
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TELEPHONE (305) 443-3160
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JEFFREY A. JACOBS
AARON FRUHLING*
*ALSO ADMITTED IN NY & NJ
OF COUNSEL
HEIDI M. ROTH, P.A.

December 10, 1996

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
(904) 487-6052

Re: A&J International, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation as concerns the above captioned corporation. Please forward a copy of the Incorporated documents to our office.

Attached please find our check in the amount of \$122.00 in and for the incorporation fee.

Thank you for your cooperation in this matter.

Very truly yours,

JEFFREY A. JACOBS

JAJ:kjg

Encl.

634-612.

W97-933

Karen Garcia GAVE

AUTHORIZATION BY PHONE TO

CORRECT R.A. Address

DATE 3/24/97

DOC. EXAM. cg

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 24 PM 1:17

cg 3/24/97

LAW OFFICES OF

Jeffrey A. Jacobs, P.A.
Attorneys at Law

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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TELEPHONE (305) 443-3160

TELEFAX (305) 445-5990

March 17, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
(904) 487-6052

Re: A&J International, Inc.

Dear Sir/Madam:

Pursuant to your letter of January 14, 1997, attached please find the Articles of Incorporation as concerns the above captioned corporation setting forth the requested changes. Please forward a copy of the Incorporated documents to our office.

The filing fee has already been received by you.

Thank you for your cooperation in this matter.

Very truly yours,


JEFFREY A. JACOBS

JAJ:kjc

Encl.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 24 PM 1:17

January 14, 1997

JEFFREY A. JACOBS, P.A.
2330 PONCE DE LEON BLVD.
CORAL GABLES, FL 33134

SUBJECT: A&J INTERNATIONAL, INC.
Ref. Number: W9700000933

We have received your document for A&J INTERNATIONAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 197A00001897

ARTICLES OF INCORPORATION
OF
A&J INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 24 PM 1:17

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associates themselves together to form a corporation under the law of the State of Florida.

ARTICLE I
NAME

The name of this corporation is: A&J INTERNATIONAL, INC.

ARTICLE II
DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of all matters relating to the manufacture, buying and/or selling of perfume and/or other fragrance products or accessories, either wholesale or retail, and any and all other lawful business permitted under the laws of the United States and the State of Florida necessary to effectuate this.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to 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 VI
INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial office of this corporation is: 1681 Kennedy Causeway, Suite 100A, N. Bay Village, Florida 33141, and the name of the initial registered agent of this corporation is: Jeffrey A. Jacobs, located at 2330 Ponce de Leon Boulevard, Suite 201, Coral Gables, Florida 33134.

**ARTICLE VII
INCORPORATORS**

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

NAME	ADDRESS
Joelle Jacobs	1681 Kennedy Causeway, Suite 100A N. Bay Village, Florida 33141

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have one (1) officer initially. The number of officers 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 addresse of the initial officer of this corporation is:

NAME	ADDRESS
Joelle Jacobs President/Secretary	1681 Kennedy Causeway, Suite 100A N. Bay Village, Florida 33141

**ARTICLE IX
BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Officers.

**ARTICLE X
RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

JOELLE JACOBS	ONE HUNDRED (100) SHARES
---------------	--------------------------

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI
MANAGEMENT OF CORPORATION BY OFFICERS

All corporate powers shall be exercised by or under the authority of the Officers of this corporation shall be managed under the direction of the President of this corporation.

ARTICLE XII
POWERS

This corporation shall have the corporate power:

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.

(b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at its pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees in accordance with the Florida Statutes.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnership, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter its By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers and employees and directors, officers and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE XIII OFFICERS RESIDENCY AND COMPENSATION

The residency requirements of the officers of this corporation is as required by law.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the officers of this corporation.

ARTICLE XIV OFFICERS QUORUM AND VOTING

A majority of the Officers shall constitute a quorum for a meeting of the Officers.

If a quorum is present, the affirmative vote of majority of the officers, or if there has been an abstention from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the officers present and voting shall be the act of the officers.

ARTICLE XV SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XVI APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XVII RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled under the Florida General Corporation Act.

ARTICLE XVIII
ACTION BY OFFICERS WITHOUT A MEETING

The Officers of this corporation may take action by written consent as provided by law.

ARTICLE XIX
ELECTION OF OFFICERS AND FILING OF VACANCIES

The Officers of this corporation shall be chosen at the annual meeting of the stockholders. Vacancies shall be filled by the remaining stockholders.

ARTICLE XX
INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer or director, to the fullest extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XXI
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, any any right conferred upon the shareholders is subject to this reservation.

ARTICLE XXII
CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by forty percent (40%) of the shares entitled to vote.

ARTICLE XXIII
REDUCTION OF STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the officers where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXIV
TRANSACTIONS BETWEEN STOCKHOLDERS AND ITS OFFICERS

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers of the corporation is or are interested in, or is an officer or are officers of such other corporation, and any officer or officers

individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any officer or officers of the corporation is party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any officer of the corporation may vote upon any contract or other transactions between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLE XXV

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of December, 1996.




Subscriber

STATE OF FLORIDA)
 : SS :
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared _____ known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 16th day of December, 1996.



Notary Public, State of Florida

My Commission Expires:



JOSE J. GARCIA
My Commission CC377154
Expires Jun. 01, 1998
Bonded by HAI
800-422-1555

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 24 PM 1:17

Pursuant to the provisions of section 607.0501, 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: A&J INTERNATIONAL, INC.
2. The name and address of the registered agent and office is:
Jeffrey A. Jacobs, Esquire
Law Offices of
JEFFREY A. JACOBS, P.A.
2330 Ponce de Leon Boulevard
Suite 201
Coral Gables, Florida 33134

Registered Agent

Dated: _____

12/16/96

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.

SIGNATURE: _____

DATED : _____

12/16/96