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May 30, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
STATE
DIVISION OF CORPORATIONS
97 JUN -5 AM 10:32

- Re: Articles of Incorporation for Fragrances II, Inc.
Our File No. 92-1188

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-06/05/97--01036--008
****131.25 ****131.25

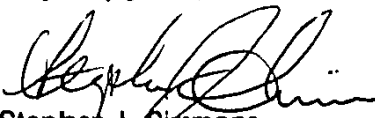
Gentlemen and/or Ladies:

Enclosed please find the original and two copies of the Articles of Incorporation for Fragrances II, Inc., which include the Designation of Registered Agent, along with our check in the amount of \$131.25, representing the filing fee and the cost of a Certified Copy and Certificate of Incorporation.

Please cause the Articles of Incorporation to be filed and provide the undersigned with a certified copy of the same and a Certificate of Incorporation.

Should you have any questions or need anything further, please contact the undersigned at the above-referenced address and/or telephone number. I thank you for your assistance in this matter.

Very truly yours,


Stephen J. Simmons

SJS/fh

Enclosures

*Francine
gave permission
to add address to
Art III
5/31
6/6*

**ARTICLES OF INCORPORATION
OF
FRAGRANCES II, INC.**

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SECRET
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LABORATORY

ARTICLE I - NAME

The name of this Corporation is Fragrances II, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is , Broward Mall, Kiosk 3, 8000 West Broward Blvd., Plantation, Florida 33388.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 321 S.E. 15th Avenue, Fort Lauderdale, Florida 33301. The name of the initial registered agent of this corporation at that address is STEPHEN J. SIMMONS..

VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1).

The names and address of the initial director of this corporation is:

RICHARD COREY
7981 S. French Drive
Pembroke Pines, Florida

ARTICLE VIII - INCORPORATORS

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

RICHARD COREY, President.
7981 S. French Drive
Pembroke Pines, FL

ARTICLE IX - BYLAWS

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

ARTICLE X - POWERS

The corporation shall have all powers enumerated in the Florida General Corporation Act.

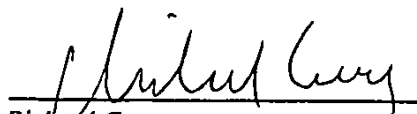
ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

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

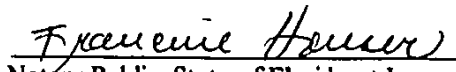
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of MAY, 1997.


Richard Corey

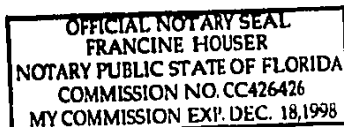
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared RICHARD COREY personally known to me and known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed and who did/did not take an oath.

SWORN TO and SUBSCRIBED before me this 30th day of MAY, 1997.


Notary Public, State of Florida at Large

My Commission Expires:

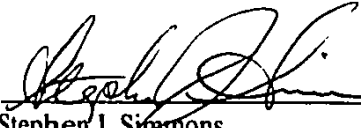


DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF)

Pursuant to Chapters 48, 621 and 607, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached.

That FRAGRANCES, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida, has named STEPHEN J. SIMMONS, 321 S.E. 15th Avenue, Fort Lauderdale, Florida 33301, as its registered agent to accept service of process within this state.



Stephen J. Simmons
Registered Agent

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