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FILED

97 JUL 31 PM 12:50

Subj: CANDLE SHOPS OF CENTRAL FLORIDA INC.

TALLAHASSEE, FLORIDA

Date: 28 JULY 1997

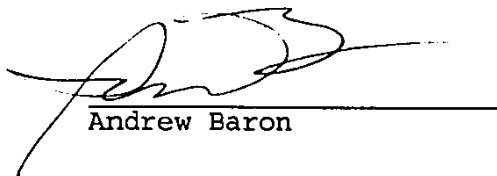
To: Secretary of State of Florida
Division of Corporations
Box 6327
Tallahassee FL 32314

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Enclosed are Articles for the above Corporation.

Please return the Charter and Receipt to the above address.

My Client's check for the same is enclosed.


Andrew Baron

BW 8/1/97

ARTICLES OF INCORPORATION OF A CORPORATION FOR PROFIT

These Articles of Incorporation are executed to establish a Corporation under the laws of Florida.

ARTICLE 1 - CORPORATE NAME AND ADDRESS: The Name and Address of this Corporation:

CANDLE SHOPS OF CENTRAL FLORIDA INC. 1691 BOMI CIRCLE, WINTER PARK FL 32792

ARTICLE 2 - INCORPORATOR/INITIAL DIRECTOR/REGISTERED AGENT and REGISTERED ADDRESS:

MARSHA L NEWMAN, 1691 BOMI CIRCLE, WINTER PARK FL 32792

ARTICLE 3 - AUTHORIZED SHARES (Maximum Number and Par Value Per Share):

One Thousand (1000) Shares at One Dollar (\$1.00) per share.

ARTICLE 4 - AUTHORIZED SHARES OF STOCK: Any portion of the shares of stock of this corporation may be issued for cash, property, services actually performed or any right or thing having a value at least equal to the full value of the stock to be so issued. Neither promissory notes nor future services shall constitute part or full payment for the issuance of such shares. All issued shares shall be fully paid and non-assessable as though paid for in cash. The stockholders shall be the sole judges of the value of the property, right or thing exchanged for such shares and their judgment of such value shall be conclusive. The stockholders shall have the right to increase the amount of authorized shares, either with or without nominal or par value and to provide the designation, preference, voting power of, and other restrictions on, the same.

ARTICLE 5 - POWERS, PURPOSES, EXISTENCE AND COMMENCEMENT: This corporation shall have all of the powers conferred upon Corporations and may engage in any business or activity, permitted by laws of the State of Florida. This corporation shall have perpetual existence and shall commence such existence on the date these Articles are executed and acknowledged if the same are filed with the Secretary of the State of Florida within five (5) days of said execution. If said Articles are not filed with the Secretary of State of Florida within said five (5) days, the corporation shall commence its existence on the date these Articles are filed with said Secretary of State.

ARTICLE 6 - STATED CAPITAL: The stated capital of this corporation shall be the sum of the par value of all shares of the corporation having a par value that have been issued and not canceled; the amount of the consideration received by the corporation for all shares of this corporation without par value that have been issued, except such part of the consideration thereof that has been allocated to capital surplus in a manner permitted by law; and such amounts not included immediately above that had not been transferred to stated capital of this corporation, whether upon the issue of shares as a share dividend or otherwise, minus all deductions from such sums that have been effected in a manner permitted by law.

ARTICLE 7 - AMENDMENTS TO ARTICLES: Every amendment to these Articles shall be approved by the stockholders by a majority of the shares entitled to vote thereon at a meeting called for such purposes.

ARTICLE 8 - STOCKHOLDERS ACTING IN LIEU OF DIRECTORS/OFFICERS:

a. The business of this corporation shall be conducted by the stockholders of this corporation acting as, and in lieu of, directors. The stockholders shall be deemed directors of this corporation when their purchase of stock has been recorded in the stock ledger of this corporation and shall collectively constitute the Board of Directors. Any action required by law to be performed by directors shall be taken by the stockholders acting as directors.

b. Each stockholder shall have votes equal to the number of shares owned by said stockholder.

c. The Initial Director shall hold the organizational meeting of this corporation or otherwise ratify the actions of the Incorporator who may have conducted said meeting.

d. Any action of the stockholders may be taken without a formal meeting if written consent setting forth the action taken is signed by all the stockholders entitled to vote if a meeting had been held. Said consent shall have the effect of a unanimous vote of the stockholders.

e. In addition to the stockholders, the business of this corporation shall be conducted by such officers as may be set forth in the By-Laws of this corporation.

f. Any stockholder may appoint another person to serve in the stockholders stead.

g. The stockholders shall have the right to:

(1) Issue unissued or treasury shares of this corporation for securities of this corporation convertible into a right to subscribe or acquire shares of this corporation and containing such conditions or rights, including preemptive rights, as the stockholders may deem proper.

(2) Limit the transferring, assigning, pledging, devising, and bequeathing of the stock of this corporation and all other matters permitted by the laws of Florida in any agreement among themselves.

(3) Approve the reasonable charges and expenses of incorporating this corporation, including attorney's fees and costs and the reasonable expenses and compensation for the sale or underwriting of the shares of this corporation. The same may be allowed to be paid out of the consideration received by the corporation for the issuance of the shares without thereby impairing the fully paid and non-assessable status of such shares.

(4) Adopt, alter, amend or repeal the By-Laws of this Corporation. The By-Laws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with law or these Articles of Incorporation.

IN WITNESS WHEREOF, I execute these Articles of Incorporation of this corporation.

The Undersigned accepts the duties of registered agent of this Corporation.

x

Marsha L. Newman
Incorporator/Initial Director

x

Marsha L. Newman
Registered Agent

Dated on July 28, 1997

Dated on July 28, 1997

A certified copy of these Articles may be ordered from Secretary of State of Florida, Box 6327, Tallahassee FL 32314. Call 904-487-6054 for current costs. At the time of filing, the cost was \$52.50.