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9/05/97

FLORIDA DIVISION OF CORPORATIONS  
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((H97000014700 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: SCENTS OF THE WORLD INC.

AUDIT NUMBER.....H97000014700

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**OF**  
**SCENTS OF THE WORLD INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the Corporation shall be:  
**SCENTS OF THE WORLD INC.**

The principal place of business of this corporation shall be:  
**9469 W ATLANTIC BLVD  
CORAL SPRINGS, FL 33071**

**ARTICLE II NATURE OF BUSINESS**

This Corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares"

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The name and street address of the initial officer and director, if any who shall hold office the first year of the corporation's existence or until the successor is elected, is:  
**JORGE DE LOS HEROS-PRESIDENT  
1607 N 24TH AVENUE  
HOLLYWOOD, FL 33020**

PREPARED BY: **LATIN AMERICA 2000  
1165 W 49 Street, #208  
Hialeah, FL 33012  
(305) 826-6510**

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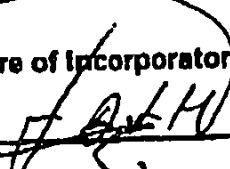
**ARTICLE VI INCORPORATOR(S)**

The name and street address of the Incorporator to this articles of incorporation is:

JORGE DE LOS HEROS  
1607 N 24TH AVENUE  
HOLLYWOOD, FL 33020

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles  
of incorporation this 28 day of August 1997.

Signature of Incorporator

A handwritten signature, appearing to be "J. de los Heros", is written over a horizontal line. The signature is enclosed within an oval-shaped stamp or seal.

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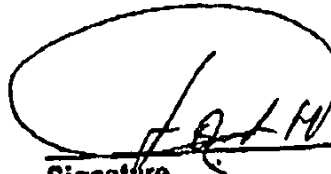
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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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.

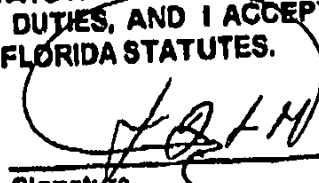
1. The name of the corporation  
**SCENTS OF THE WORLD INC.**
2. The name and address of the registered agent and office is:  
**JORGE DE LOS HEROS**  
**9489 W ATLANTIC BLVD**  
**CORAL SPRINGS, FL 33071**

  
\_\_\_\_\_  
Signature

Title: PRESIDENT

Date: AUGUST 28, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

  
\_\_\_\_\_  
Signature

Date: AUGUST 28, 1997

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