

997000088072



ACCOUNT NO. : 072100000032

REFERENCE : 562387 119622A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyjunt

ORDER DATE : October 13, 1997

ORDER TIME : 9:14 AM

ORDER NO. : 562387-005

CUSTOMER NO: 119622A

700002318267--1

CUSTOMER: Gary D. Fields, Esq
GARY D. FIELDS, ESQ

Suite 700
4400 P.g.a. Boulevard
Palm Bch Garden, FL 33410

DOMESTIC FILING

NAME: PALM BEACH FRAGRANCES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

FILED
97 OCT 13 AM 11:14
RECEIVED
97 OCT 13 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

SN OCT 13 1997

4

ARTICLES OF INCORPORATION
OF
PALM BEACH FRAGRANCES, INC.

FILED
97 OCT 13 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under the applicable Florida Statutes, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESSES

The name of the Corporation shall be:

PALM BEACH FRAGRANCES, INC.

The address of the principal office of this corporation shall be 11125 Isle Brook Court, Wellington, FL 33414, and the mailing address of the corporation shall be P.O. Box 210444, West Palm Beach, FL 33421.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office in the State of Florida

is Admiralty Tower - Suite 700, 4400 PGA Boulevard, Palm Beach Gardens, Florida 33410.

The name of the initial registered agent at such address is Gary D. Fields.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS AND OFFICERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors initially. The names and addresses of the initial Directors and Officers, who shall serve until their successors are duly elected and qualified or until their earlier resignations or removal, are as follows:

| <u>Name</u> | <u>Title (if applicable)</u> | <u>Address</u> |
|---------------|--|---|
| Craig Bachove | Director/President/ Secretary/Treasurer | 11125 Isle Brook Court Wellington, Florida 33414 |

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles is as follows:

| <u>Name</u> | <u>Address</u> |
|---------------|---|
| Craig Bachove | 11125 Isle Brook Court Wellington, Florida 33414 |

The undersigned Incorporator has executed these Articles of Incorporation this 6th day of October, 1997.

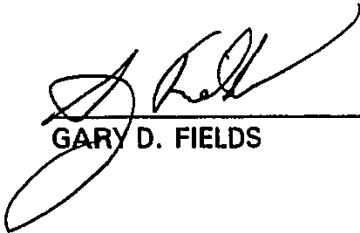
INCORPORATOR



CRAIG BACHOVE

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent of Palm Beach Fragrances, Inc., I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as Registered Agent and agree to comply with all laws relating to the proper and complete performance of my duties.



GARY D. FIELDS

Date: 10/10, 1997

FILED
97 OCT 13 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA