

PG 7000092881
LAW OFFICES OF
GARFINKEL, PALMER & GENEROTTI
FILED

FORT LAUDERDALE OFFICE

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ONE FINANCIAL PLAZA • SUITE 2111
FORT LAUDERDALE, FLORIDA 33394

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97 OCT 28 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REPLY TO: FORT LAUDERDALE

ORLANDO OFFICE

THE SUMMIT TOWER
800 SUMMIT TOWER BOULEVARD • SUITE 760
ORLANDO, FLORIDA 32810

(407) 875-3400
FAX (407) 875-0739

October 27, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

300002331573-9
-10/28/97-01056-021
****131.25 ****131.25

Re: SCENTS-A-MILLION, INC.

Ladies/Gentlemen:

Enclosed herewith please find an original and one (1) copy of Articles of Incorporation relative to the above-referenced new business entity.

A remittance in the sum of \$131.25 is also enclosed to cover the filing fee on the corporation and a certificate of good standing. Also enclosed please find a self-addressed Airborne Express mailer for your convenience in returning the documents to the undersigned.

Should you have any questions or require any additional information, please do not hesitate to contact me.

Cordially,


E.J. GENEROTTI, ESQ.
For the Firm

EJG/jbn

enc.

P. Hall
OCT 29 1997

ARTICLES OF INCORPORATION
OF
SCENTS-A-MILLION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

SCENTS-A-MILLION, INC.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or

D.G.

other obligations or negotiable instruments.

ARTICLE III

CAPITALIZATION: The maximum number of shares of stock this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE AND 00/100 (\$1.00) DOLLAR per share.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V

COMMENCEMENT AND DURATION: This corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS: The name of this corporation shall be SCENTS-A-MILLION, INC., having its principal place of business at: 2900 West Sample Road, Booth K1111, Pompano Beach, Florida, 33073.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, and establish branch offices in any place within the State of Florida, as the said corporation may desire.

ARTICLE VII

DIRECTORS: This corporation shall have one (1) directors initially; the number of Directors may be increased from time to time by the laws adopted by the stockholders, but shall

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never be less than one (1).

ARTICLE VIII

DIRECTOR: The name and address of the first Board of Directors of these Articles of Incorporation is as follows:

DENISE GILBERT
Director

3610 Terrapin Lane, #908
Coral Springs, FL 33067

The name and address of the original officers is as follows:

DENISE GILBERT
President, Secretary,
Treasurer

3610 Terrapin Lane, #908
Coral Springs, FL 33067

ARTICLE IX

INCORPORATOR AND SUBSCRIBER: The Incorporator and Subscriber to all of the capital shares of the corporation is:

DENISE GILBERT

ARTICLE X

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XI

REGISTERED AGENT: That DENISE GILBERT, 3610 Terrapin Lane, #908, Coral Springs, Florida, 33067 is hereby named Registered Agent for this corporation to be its agent and



to accept service of process within the State of Florida.

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ACKNOWLEDGMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for SCENTS-A-MILLION, INC. at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



DENISE GILBERT
Registered Agent

I, **THE UNDERSIGNED**, being the original Subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 27 day of October, 1997.



DENISE GILBERT

STATE OF FLORIDA)

SS:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared DENISE GILBERT who is personally known to me and/or who has produced her Driver's License # C446-174-54-668-0 identification and who did/did not take an oath, being by me first duly sworn, deposes and states that she is the person described in and who executed the foregoing Articles of Incorporation and she acknowledged that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 27th day of October, 1997.


NOTARY PUBLIC, State of Florida
Print Name: Judith B. Noonan

My Commission expires:

