

PA7000103103

November 17, 1997

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

000002357610--1
-11/26/97--01036--001
****131.25 ****131.25

Re: Tropical Perfumes Corp.

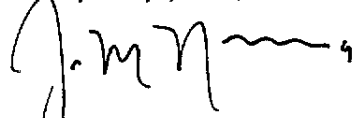
Gentlemen:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

Filing Fees	\$ 35.00
Certified Copies	\$ 52.50
Registered Agent Designation	\$ 35.00
Certificate of Good Standing	\$ <u>8.75</u>
TOTAL	\$131.25

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,



Jose Miguel Norona
6795 N.W. 87th Avenue
Miami, Florida 33178

Enclosures

TUM-12/8/97

TUM-12/1/97
W97-26802

FILED
97 DEC -8 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 1, 1997

JOSE MIGUEL NORONA
6795 NW 87TH AVE
MIAMI, FL 33178

SUBJECT: TROPICAL PERFUMES CORP.
Ref. Number: W97000026802

We have received your document for TROPICAL PERFUMES CORP. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 097A00056808

MAILING ADDRESS:

JOSE M. NORONA *Jm7*
TROPICAL PERFUMES CORP.
6795 N.W. 87th Avenue
Miami, Fla 33186
305-594-4666
8:00am to 5:00pm

ARTICLES OF INCORPORATION OF
TROPICAL PERFUMES CORP.

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be: Tropical Perfumes Corp.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: Jose Miguel Norona. 6795 N.W. 87th Avenue, Miami, Fla 33186 305-594-4666.

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 6795 N.W. 87th Avenue, Miami, Florida 33178.

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

Name

Jose Miguel Norona

Address

6795 N.W. 87th Ave.
Miami, Florida 33178

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Incorporator

Jmy Jose Miguel Norona

Address

6795 N.W. 87th Avenue
Miami, Florida 33178

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


JOSE MIGUEL NORONA

STATE OF FLORIDA :

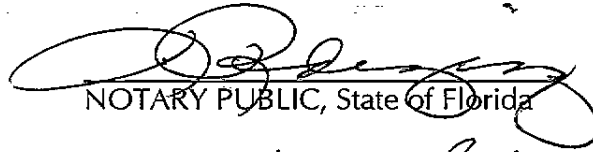
: SS

COUNTY OF DADE :

BEFORE ME, the undersigned authority, appeared Jose M Norona who is personally known to me or who has produced Driver License as identification, and acknowledged that he/she/they executed said Articles of Incorporation, and who did take an oath.

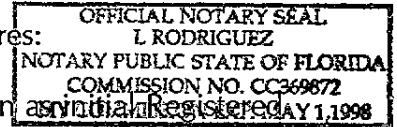
WITNESS my hand and seal in the State and County aforesaid, this 21 day of

November, 1997.

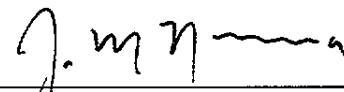

NOTARY PUBLIC, State of Florida

Print Name: Lourdes Rodriguez

My Commission Expires:



The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


JOSE MIGUEL NORONA, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**INITIAL WRITTEN CONSENT OF
THE DIRECTOR AND SHAREHOLDER OF
TROPICAL PERFUMES CORP.**

The undersigned, being the sole Director and Shareholder of Tropical Perfumes Corp., a Florida corporation (the "Corporation"), by signature hereto, pursuant to Sections 607.0821 and 607.0704 of the Florida General Corporation Act, hereby waives all notice of the time, place and objects of a meeting of directors and shareholders, and consents to, approves and adopts the following corporate acts:

BE IT RESOLVED, that the Articles of Incorporation of the Corporation, as duly filed and recorded in the office of the Florida Secretary of State, and in respect of which all appropriate fees and taxes have been paid and a receipt therefor has been issued by said Secretary of State, copies of which are filed herewith and made a part hereof for all purposes, be and are hereby ratified, confirmed, approved and adopted; and be it

FURTHER RESOLVED, that the By-Laws of the Corporation, a copy of which is filed herewith and hereby made a part hereof for all purposes, be and are hereby ratified, confirmed, approved and adopted; and be it

FURTHER RESOLVED, that the Certificates of the capital stock of the Corporation be in the form and content as filed herewith and hereby made a part hereof; and be it

FURTHER RESOLVED, that the form impressed below shall serve as and for the seal of the Corporation; and be it

FURTHER RESOLVED, that the Director of the Corporation shall be Jose Miguel Norona, who shall continue to serve as such until his successor is duly elected and qualified; and be it

FURTHER RESOLVED, that Jose Miguel Norona shall serve as President, Sole Stockholder, Director, Secretary and Treasurer of the Corporation and shall continue to serve as such until his successor(s) is/are duly elected and qualified; and be it

FURTHER RESOLVED, that the Treasurer of the Corporation be and is hereby authorized, empowered and directed to open appropriate corporate bank accounts and deposit therein all funds of the Corporation, all drafts, checks and notes of the Corporation payable on said account or accounts to be made in the corporate name, and a copy of the printed form of each pertinent banking Resolution shall be appended hereto and made a part hereof; and be it

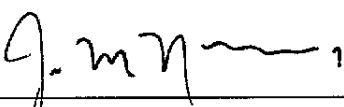
FURTHER RESOLVED, that the following persons/entities shall be issued the following shares of Common Stock of the Corporation:

<u>Shareholder</u>	<u># Shares</u>	<u>Consideration</u>
Jose Miguel Norona	100	\$100.00

after payment to the Corporation of the above consideration; and be it

FURTHER RESOLVED, that the Officers of the Corporation are hereby authorized and directed to take such actions and execute such documents as may be necessary or appropriate to implement the foregoing resolutions.

EXECUTED this 21 day of November, 1997.



JOSE MIGUEL NORONA, Director
and Shareholder