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January 6, 1998

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***125.00 ***125.00

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for F&N Investments, Inc.

To Whom It May Concern:

Enclosed for filing are the Articles of Incorporation for F&N Investments, Inc., as well as a check in the amount of \$125.00 to cover the filing fee.

Please process filing and return all documents to:

Mr. David J. Taney
General Counsel
Perfumania
11701 N.W. 101 Road
Miami, FL 33178

If you have any additional questions, please contact me directly at (305) 889-1547.

Sincerely,

Mary L. Espinosa

Mary L. Espinosa
Administrative Assistant

/mle
Enclosure

FILED
93 JAN 12 PM 2:00
TALLAHASSEE, FLORIDA

12/13/98

ARTICLES OF INCORPORATION

OF

F&N INVESTMENTS, INC.

ARTICLE I

Name

The name of the corporation is F&N Investments, Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 8055 N.W. 77th Court, Suite 5, Miami, Florida 33166.

ARTICLE III

Common Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	Common Stock

ARTICLE IV

Registered Office and Agent

The street address of the Corporation's initial registered office in the State of Florida is 8055 N.W. 77th Court, Suite 5, Miami, Florida 33166, and the name of its initial registered agent at such office is Nily Cohen Falic.

ARTICLE V

Incorporator

The name of the Incorporator is Nily Cohen Falic, and the address of the Incorporator is 8055 N.W. 77th Court, Suite 5, Miami, Florida 33166.

FILED
93 JAN 12 PM 2:00
TALLAHASSEE, FLORIDA

ARTICLE VI

Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE VII

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Nily Cohen Falic	8055 N.W. 77 th Court, Suite 5, Miami, Florida 33166

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida, has signed these Articles of Incorporation this 1st day of December, 1997.


Nily Cohen Falic
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) ss:

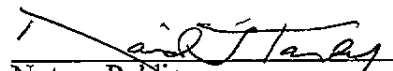
BEFORE ME, the undersigned authority, personally appeared Nily Cohen Falic, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 1st day of December, 1997.

My Commission Expires:



DAVID J. TANEY
My Commission CC500884
Expires Nov. 07, 1999


Notary Public
State of Florida at Large

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of F&N Investments, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Section 607.0505 of the Florida Business Corporation Act.


Nily Cohen Falic
Registered Agent

DATED: December 1, 1997

90 JAN 12 PM 2:00
TALLAHASSEE, FLORIDA