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LAW OFFICES

Talbot and Associates

A PROFESSIONAL ASSOCIATION

GEOFFREY TALBOT
CECILIA ARMENTEROS

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(305) 899-8911

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*****70.00 *****70.00

January 5, 1998

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Perfume Gallery, Inc.

To whom it may concern:

Kindly file the enclosed Articles of Incorporation for Perfume gallery, Inc. Enclosed please find a Money Order in the amount of \$70.00 (SEVENTY DOLLARS), representing the filing fee.

Your cooperation in this matter is most appreciated. Please advise if I may be of further service.

Very truly yours,

TALBOT AND ASSOCIATES, P.A.

By:

Cecilia Armenteros
CECILIA ARMENTEROS, ESQ.

For the Firm

FILED
98 JAN 12 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 1/14/98

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is **PERFUME GALLERY, INC.**

ARTICLE II - LOCATION

The address of the principal office is 3261 S.W. 134th Court
Miami, Florida 33175.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the
date of the filing of these Articles with the Department of State.

ARTICLES IV - PURPOSE

This corporation is organized for the purpose of distributing
perfumes and fragrances to retail markets.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par
value common stock which shall be designated "Common Shares".

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of
this corporation shall have the right to purchase his prorata share
thereof (as nearly as may be done without issuance of fractional
shares) at the price at which it is offered to others.

FILED
98 JAN 12 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3261 S.W. 134th Court, Miami, Florida 33175 and the name of the initial registered agent of this corporation at that address is LILIA B. CAMPS.

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws.

ARTICLE IX - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
Roberto Bertran	3261 S.W. 134th Court Miami, Florida 33175
Lilia B. Alvarez-Bertran	3261 S.W. 134th Court Miami, Florida 33175

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - DESIGNATION OF RESIDENT AGENT

Perfume Gallery, Inc. hereby designates LILIA B. CAMPS,
3261 S.W. 134th Court, Miami, Florida 33175 as resident agent.

ACCEPTANCE OF RESIDENT AGENT

I am familiar with and hereby accept the duties and
responsibilities as resident agent for Perfume Gallery, Inc.

Lilia B. Camps
LILIA B. CAMPS

IN WITNESS WHEREOF, the undersigned subscribers have executed these
Articles of Incorporation this 24 day of December, 1997.

Roberto Bertran
Roberto Bertran-Subscriber

Lilia B. Alvarez-Bertran
Lilia B. Alvarez-Bertran, Subscriber

STATE OF FLORIDA)

ss:

COUNTY OF DADE)

Before me, a Notary Public authorized to take acknowledgments in
the State and County set forth above, personally appeared **ROBERTO
BERTRAN** and **LILIA B. ALVAREZ-BERTRAN**, who produced as identification
B636-720-53-4490 and A 416-522-52-546 who executed the
foregoing Articles of Incorporation without taking an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal in the State and County aforesaid, this 24 day of
December, 1997.

My Commission Expires:

Sandra Sabeta
Notary Public, State of Florida



SANDRA SABETA
COMMISSION # CC625678
EXPIRES MAR 02, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC

FILED
98 JAN 12 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA