

LAW OFFICES
BLAXBERG, GRAYSON, & SINGER

I. BARRY BLAXBERG
DIRECT LINE: 381-7979 Ext. 309

PROFESSIONAL ASSOCIATION
SUITE 730, INGRAHAM BUILDING
25 SOUTHEAST SECOND AVENUE
MIAMI, FLORIDA 33131-1506

TELEPHONE: (305) 381-7979
TELECOPY: (305) 371-6816

P98000004235

January 9, 1998

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

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-01/13/98--01042--001
****131.25 ****131.25

Re: Paradise Fragrances, Inc.
Our File 1213-2

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	\$ 8.75
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,

I. Barry Blaxberg

Enclosure
IBB/rk 40380

FILED
98 JAN 13 AM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
1-14-98

ARTICLES OF INCORPORATION OF
PARADISE FRAGRANCES, INC.

ARTICLE I.
CORPORATE NAME

The name of this corporation shall be PARADISE
FRAGRANCES, INC.

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: I. Barry Blaxberg, Esq.
25 Southeast Second Avenue, Suite 730, Miami, Florida 33131.

ARTICLE V.
MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 13400 SW
80th Road, Pinecrest, Florida 33156.

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 any time.

ARTICLE VII.
INITIAL DIRECTOR

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

<u>Name</u>	<u>Address</u>
Robert Zinzell	13400 SW 80 th Road Pinecrest, Florida 33156

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TALLAHASSEE, FLORIDA

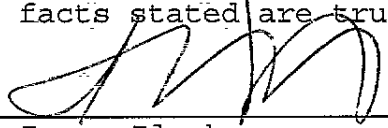
The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.
INCORPORATOR

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

<u>Incorporator</u>	<u>Address</u>
I. Barry Blaxberg	25 Southeast Second Avenue Suite 730 Miami, Florida 33131

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.


I. Barry Blaxberg


STATE OF FLORIDA :
: SS
COUNTY OF DADE :

BEFORE ME, the undersigned authority, appeared I. BARRY BLAXBERG, who is personally known to me or who has produced as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

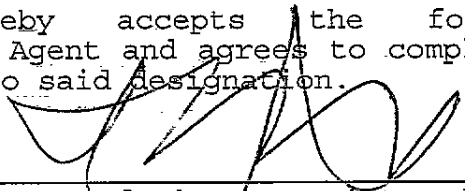
WITNESS my hand and seal in the State and County aforesaid, this 9th day of January, 1998.



SEYMOUR N. SINGER
Comm. No. CC 415282
My Comm. Exp. Dec. 12, 1998
Bonded thru Pichard Ins. Agcy.


NOTARY PUBLIC, State of Florida
Print Name: _____
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.


I. Barry Blaxberg, Registered Agent