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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.

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NAME: YES| PERFUMES, INC.

AUDIT NUMBER.....H98000000986

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
YES! PERFUMES, INC.
A FLORIDA CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of YES! PERFUMES, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is YES! PERFUMES, INC. and the street address of the initial principal office of the Corporation is 508 Northeast 190th Street, Miami, Florida 33179.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of \$0.01 par value Common Stock.

PREPARED BY: Jonathan J. Lichtman, Esquire
Jonathan J. Lichtman, P.A.
Sanctuary Centre, 4800 N. Federal Highway, Suite D-100
Boca Raton, FL 33431
(561) 447-0017
Florida Bar No. 717053

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FAX AUDIT NO. H98000000658

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Sanctuary Centre, 4800 North Federal Highway, Suite D-100, Boca Raton, Florida 33431, and the name of the initial Registered Agent of the Corporation at that address is Jonathan J. Lichtman, P.A.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is Brian S. Campbell, 508 Northeast 190th Street, Miami, Florida 33179.

ARTICLE VI

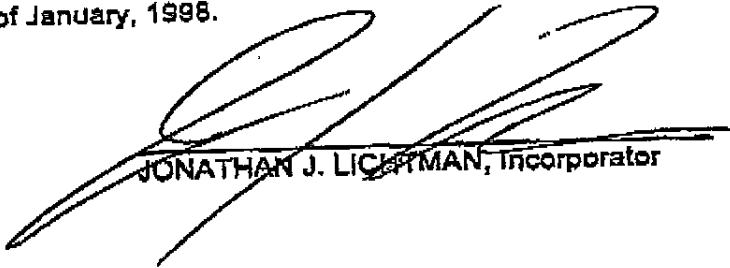
INCORPORATOR

The name and address of the Incorporator of the Corporation is Jonathan J. Lichtman, Esquire, Jonathan J. Lichtman, P.A., Sanctuary Centre, 4800 North Federal Highway, Suite D-100, Boca Raton, Florida 33431.

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IN WITNESS WHEREOF, the undersigned Incorporator, has executed these Articles
of Incorporation this 15th day of January, 1998.



JONATHAN J. LICHTMAN, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for YES! PERFUMES, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

JONATHAN J. LIGHTMAN, P.A., Initial
Registered Agent

Dated: January 15, 1998

By:

JONATHAN J. LIGHTMAN, President

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