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FLORIDA DIVISION OF CORPORATIONS
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((H98000007467 7))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: AAA PERFUMES, INC.

AUDIT NUMBER.....H98000007467

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BROCK APR 21 1998

ARTICLES OF INCORPORATION

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OF

AAA PERFUMES, INC.

ARTICLE I -- NAME

The name of this corporation is AAA Perfumes, Inc.

ARTICLE II -- PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III -- CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV -- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT AND
PRINCIPAL PLACE OF BUSINESS

The street address of the initial registered office and principal place of business of this corporation is 73 S.E. 1st Street, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is Zvi Shafransky.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names and addresses of the initial directors and officers of this corporation are:

Zvi Shafransky, President and Secretary
1372 S.W. 131st Place Circle East
Miami, Florida 33184

Jihad Francis, Vice President and Treasurer
6140 S.W. 78th Street
Miami, Florida 33184

Prepared By Zvi Shafransky
73 S.E. 1st Street
Miami, Florida 33131
(305) 358-7774

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TALLAHASSEE, FLORIDA

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ARTICLE VII - INCORPORATOR

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

Zvi Shafransky
1372 S.W. 131st Place Circle East
Miami, Florida 33184

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation this 21st day of April 1998.


ZVI SHAFRANSKY

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said act:

First - That AAA PERFUMES, INC.
desiring to organize under the laws of the State of Florida with its principal place
of business as indicated in the Articles of Incorporation a City of Miami, County
of Dade, State of Florida, has named, Zvi Shafransky, located at 73 S.E. 1st Street
Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (Must be signed by designated Agent)

Having been named to accept services of process for the above-
state corporation, at place designated in this Certificate, I here-
by accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By Zvi Shafransky
(Residing Agent)

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