

P98000038426

MAKES SCENTS, Inc.

*5050-7 Elmhurst Road
West Palm Beach, Florida 33417*

Laura Tirronen
(561) 622-1547

April 17, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 PM 3:22

Re: MAKES SCENTS, INC.

000002498230--8
-04/23/98-01086--007
*****87.50 *****87.50

Dear Sir or Madam:

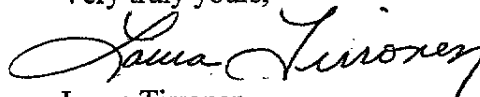
Enclosed herewith is a duly executed original of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation, together with a check payable to the "Department of State" in the amount of \$87.50 in payment of the following:

Filing Fee	\$ 35.00
Registered Agent Filing Fee	<u>35.00</u>
Total	\$87.50

Please file the articles and forward a receipt to my attention evidencing the filing of the articles.

Thank you for your cooperation in this matter. If you have any questions, please call me directly at (561) 622-1547.

Very truly yours,


Laura Tirronen

Enclosures: Check
Articles

5/1
4/28

**ARTICLES OF INCORPORATION
OF
MAKES SCENTS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 PM 3:22

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

MAKES SCENTS, INC.

ARTICLE II

ADDRESS

The mailing address of the corporation is:

5050-F Elmhurst Road
West Palm Beach, FL 33417

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$0.01 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

5050-F Elmhurst Road
West Palm Beach, FL 33417

The name of the initial registered agent of this Corporation at that address shall be:

Wanda D. Ransone

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

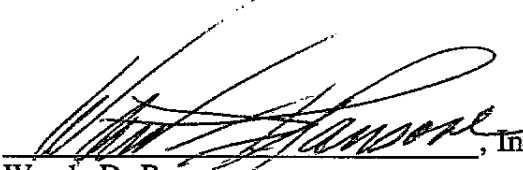
Name

Street Address

Wanda D. Ransone

5050-F Elmhurst Road
West Palm Beach, Florida 33417

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 18th day of April, 1998.


Wanda D. Ransone, Incorporator

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 PM 3:22

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Makes Scents, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 5050-F Elmhurst Road, West Palm Beach, Florida 33417, has named Wanda D. Ransone located thereat as its registered agent to accept service of process within this State.

By: _____

Wanda D. Ransone, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: _____

Wanda D. Ransone, Registered Agent