30005X

ACCOUNT NO. : 072100000032

REFERENCE: 877893

4306827

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: July 1, 1998

ORDER TIME : 2:59 PM

ORDER NO. : 877893-010

CUSTOMER NO: 4306827

THE UNITED STATES **CORPORATION**

CUSTOMER: Ms. Judy Hoodiman

ABRAMS ANTON, P.A.

2021 Tyler Street

800002578298--0

Hollywood, FL 33022

DOMESTIC FILING

NAME:

THE FRAGRANCE DEPOT OF MIAMI,

INC.

EFFECTIVE DATE:

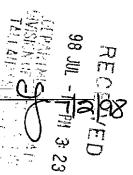
XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

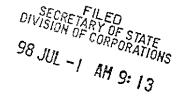
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:





ARTICLES OF INCORPORATION OF THE FRAGRANCE DEPOT OF MIAMI, INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is THE FRAGRANCE DEPOT OF MIAMI, INC., and the mailing address of the corporation is 12801 West Sunrise Boulevard, Store #201, Sunrise, FL 33323

ARTICLE II PUR<u>POSE</u>

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV DURATION

This corporation shall commence its corporate existence upon filing of these Articles of Incorporation and shall exist perpetually thereafter until sooner dissolved according to law.

ARTICLE V INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The mailing address of the initial business office of this corporation is 12801 West Sunrise Boulevard, Store #201, Sunrise, FL 33323 and the name of the initial registered agent of this corporation is David Weisman whose address is 2021 Tyler Street, Hollywood, FL 33020.

ARTICLE VI INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the director of this corporation is:

JOHN W. CAPELLA 12801 West Sunrisë Boulevard, Store #201 Sunrise, FL 33323

The initial officers of the corporation will be:

JOHN W. CAPELLA ANNE M. CAPELLA PRESIDENT
VICE PRESIDENT/SECRETARY

ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE IX BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned as incorporator has executed these Articles of Incorporation as of the day of day of 1998.

JOLO Lyll JOHN W. CAPELLA

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 THE FRAGRANCE DEPOT OF MIAMI, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Sunrise, County of Broward, State of Florida, has named David Weisman, 2021 Tyler Street, Hollywood, FL 33020 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

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