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October 20, 1998

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000002670540--0
-10/22/98--01099--002
****122.50 ****78.75

RE: FILING ARTICLES OF INCORPORATION
SMELL WELL, INC.

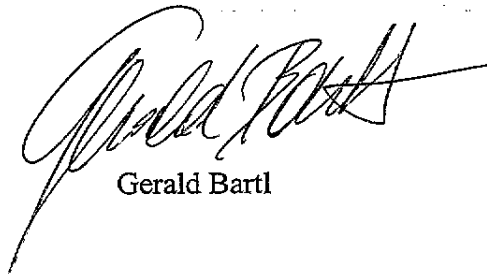
Dear Sir/Madam:

Please find enclosed fully executed articles of incorporation for SMELL WELL, INC., which includes a designation and acceptance of registered agent. Enclosed please find a check in the amount of \$122.50 for your fee. If the fee is incorrect, please call me at (561) 586-7145 so that another check can be mailed immediately.

I would appreciate your stamping the enclosed copy of the articles and returning in the enclosed, pre-stamped envelope.

Thanks for your assistance.

Sincerely,



Gerald Bartl

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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/ljf
Enclosures"

TA-10/23/98

**ARTICLES OF INCORPORATION
OF
SMELL WELL, INC.**

I. NAME

The name of the Corporation is **SMELL WELL, INC.**

II. DURATION

The term of existence of the corporation is perpetual.

III. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is at 2875 South Ocean Boulevard, Suite 200, Palm Beach, FL 33480. The mailing address of the corporation is the same.

IV. REGISTERED OFFICE

The location and address of the corporation's initial registered office in this State is Florida is 2875 South Ocean Boulevard, Suite 200, Palm Beach, FL 33480. The initial registered agent at the registered office is **GERALD BARTL**.

V. AUTHORIZED SHARES

The corporation is authorized to issue 1000 shares of common stock having par value of \$ 1.00 a share.

VI. INCORPORATORS

The name and the address of the incorporator is:

Gerald Bartl
2875 South Ocean Boulevard
Suite 200
Palm Beach, FL 33480

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

