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TALLAHASSEE FLORIDA

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FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DREAM SCENTS INTERNATIONAL, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION

OF

DREAM SCENTS INTERNATIONAL, INC.

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ARTICLE I - NAME

The name of the corporation is **DREAM SCENTS INTERNATIONAL, 600 N.E. 36 STREET, SUITE 322, MIAMI, FL 33137.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 Shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is as follows:

BERNARD BLANC, 600 N.E. 36 STREET, SUITE 322, MIAMI, FLORIDA 33137

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director(s) initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than (1). The name and address of the initial Director of this corporation is as follows:

President/Secretary/Treasurer

BERNARD BLANC, 600 N.E. 36 STREET, SUITE 322, MIAMI, FLORIDA 33137

ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or the Board of Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, 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 share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR


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

BERNARD BLANC, 600 N.E. 36 STREET, SUITE 322, MIAMI, FLORIDA 33137

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

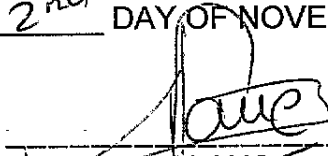
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 2nd day of NOVEMBER, 1998.



BERNARD BLANC

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES. DATED THIS 2nd DAY OF NOVEMBER, 1998.



BERNARD BLANC

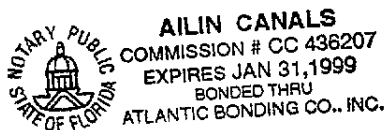
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, a notary public authorized in the State and County set forth above, personally appeared BERNARD BLANC personally known to me or who has produced n/a and who as Incorporator and Registered Agent executed the foregoing **Articles of Incorporation of DREAM SCENTS INTERNATIONAL**, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of NOVEMBER, 1998.



NOTARY PUBLIC
My Commission Expires:



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TALLAHASSEE FLORIDA