

Aug 7 2008 3:43PM
Division of Corporations

No. 0004

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**SECOND AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PERFUMANIA.COM, INC.
a Florida corporation**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act ("FBCA"), perfumania.com, inc. (the "Corporation") hereby amends its Amended and Restated Articles of Incorporation as follows:

1. Article IX of the Amended and Restated Articles of Incorporation of the Corporation is hereby deleted in its entirety.
2. Except as hereby amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain the same.
3. The foregoing amendment to the Amended and Restated Articles of Incorporation of the Corporation was approved on August 7, 2008, by unanimous written consent of the directors of the Corporation and by the written consent of the sole shareholder of the Company.
4. The foregoing amendment will become effective upon the filing with the Florida Department of State.

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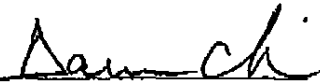
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IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed this Second Amendment to the Amended and Restated Articles of Incorporation on the 7th day of August, 2008.

PERFUMANIA.COM, INC.

By: 
Name: Donovan Chin
Title: Authorized Officer

[Second Amendment to Articles of perfumania.com, inc.]

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