

**P99000016015**

**WRIGHT, FULFORD, MOORHEAD & BROWN, P.A.**

**ATTORNEYS**

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(619) 516-3200 (FACSIMILE)

February 16, 1999

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: CITY SCENTS, INC.**  
**Our file no.: 36-2**

900002778829--9  
-02/18/99--01027--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed please find a draft of our firm check in the amount of \$78.75 the filing fee for the Articles of Incorporation for City Scents, Inc. Also, enclosed is the original executed Articles of Incorporation and a self addressed stamped envelope for your convenience so that you can forward the document number to us and a copy of the Articles filed. Thank you.

If there are any questions or comments, please do not hesitate to contact my office.

Sincerely,

*Chad A. Walters*

Chad A. Walters

CAW/sah  
enclosures  
W:36-2-CORRESPONDENCE DIVISION.LTR

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 18 PM 2:34

D. BROWN FEB 18 1999

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 18 PM 2:34

The undersigned subscriber of these Articles of Incorporation, natural person, competent to contract, hereby forms a Corporation under the laws of the State of Florida.

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of the corporation shall be **CITY SCENTS, INC.** The address of the Corporation shall be 4810 East Lake Drive, Winter Springs, Florida, 32708.

**ARTICLE II  
AUTHORIZED STOCK**

The Corporation is authorized to issue 100 shares of \$1.00 par value Common Stock.

**ARTICLE III  
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock of the Corporation.

**ARTICLE IV  
INCORPORATORS**

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

NAME

ADDRESS

Thomas E. Turner

4810 East Lake Drive  
Winter Springs, Florida 32708

**ARTICLE V  
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights as set forth in Florida Statute §607.0630(2).

**ARTICLE VI  
REGISTERED OFFICE, REGISTERED  
AGENT AND RESIDENT AGENT**

The street address of the registered office of this Corporation is 145 North Magnolia Avenue, Orlando, Florida 32801. The name of the initial Registered Agent and Resident Agent of this Corporation is Chad A. Walters, Esquire.

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have one (1) director. 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:

<u>NAME</u>	<u>ADDRESS</u>
Thomas E. Turner	4810 East Lake Drive Winter Springs, Florida 32708

**ARTICLE VIII  
OFFICERS OF THE CORPORATION**

The name and address of the Officer is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas E. Turner	4810 East Lake Drive Winter Springs, Florida 32708

**ARTICLE IX  
PURPOSE**

The Corporation is to engage in all lawful businesses, including all powers necessary or convenient to effect its purpose.

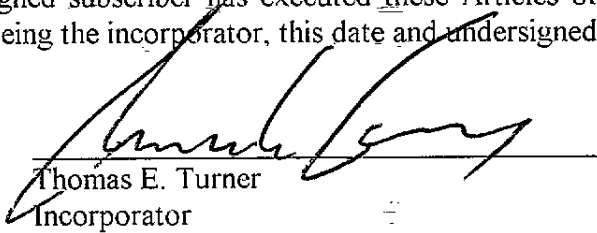
**ARTICLE X  
INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XI  
AMENDMENT**

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 subscriber has executed these Articles of Incorporation this 15<sup>th</sup> day of February, 1999, being the incorporator, this date and undersigned adopts these Articles of Incorporation.

  
\_\_\_\_\_  
Thomas E. Turner  
Incorporator

STATE OF FLORIDA )  
COUNTY OF ORANGE)

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Thomas E. Turner who is personally known to me or who has produced FLDL# 7156-825-48-138-0 as identification, and acknowledged execution of the foregoing Articles of Incorporation and he executed said Articles of Incorporation for the purposes expressed therein.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal in the State and County aforesaid, this 15<sup>th</sup> day of February, 1999.

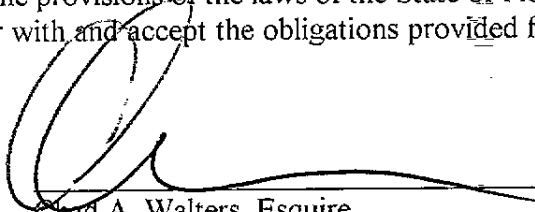
  
\_\_\_\_\_  
Notary Public in the State of Florida



ROXANNE R DAVIS  
My Commission CC452545  
Expires Apr. 25, 1999  
Bonded by HAI  
800-422-1555

## ACCEPTANCE OF REGISTERED AGENT

I **HEREBY ACCEPT** the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said offices open. I am familiar with and accept the obligations provided for in Florida Statute §607.0505.

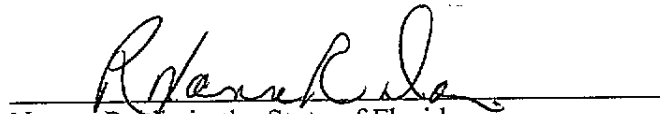
  
Chad A. Walters, Esquire

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 18 PM 2:34

STATE OF FLORIDA )  
COUNTY OF ORANGE)

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Chad A. Walters, to me and known to me to be the person who executed the foregoing Acceptance of Registered Agent for the purposes therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal in the State and County aforesaid this 15<sup>th</sup> day of February, 1999.

  
Notary Public in the State of Florida



ROXANNE R DAVIS  
My Commission CC452548  
Expires Apr. 25, 1999  
Bonded by HAI  
800-422-1555