

P990000 54074

June 9, 1999.

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

100002903251--2
-06/14/99--01051--013
*****78.75 *****78.75

Subject: SCENTS & COMPANY 1, INC.

Dear Sirs:

Enclosed is an original and one copy of the articles of incorporation and a check for \$78.75 for the Filing Fee and Certified Copy.

Also an authorization letter from SCENTS & COMPANY, INC., authorizing you to proceed with this incorporation.

FROM: Global Management Services, Inc.
240 Crandon Blvd., Suite 204
Key Biscayne, Florida 33149
Telephone: (305) 365-0002

FILED
99 JUN 14 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 15 1999

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

SCENTS & COMPANY 1, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10812 N. KENDALL DR., APT. Q24
MIAMI, FLORIDA 33176

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

2000 (TWO THOUSAND) SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

GLOBAL MANAGEMENT SERVICES, INC.
240 Crandon Blvd., Suite 204
Key Biscayne, Florida 33149

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TALLAHASSEE, FLORIDA

ARTICLE V INITIAL DIRECTORS AND OFFICERS

The names and Addresses of the initial Directors and Officers are:

-MARIA T. GARCIA, DIRECTOR, TREASURER (DT)
521 SOUTH MASHTA DRIVE
KEY BISCAVNE, FLORIDA 33149

-JEAN PAUL LIEVANO, DIRECTOR, SECRETARY (DS)
10812 N. KENDALL DR., APT. Q24
MIAMI, FLORIDA 33176

-MIGUEL ANGEL VILLAREAL, DIRECTOR, PRESIDENT (DP)
10812 N. KENDALL DR., APT. Q24
MIAMI, FLORIDA 33176

ARTICLE VI INCORPORATOR(S)

The names and street addresses of the incorporators to these Articles of Incorporation are:


-MARIA T. GARCIA
521 SOUTH MASHTA DRIVE
KEY BISCAVNE, FLORIDA 33149

-JEAN PAUL LIEVANO
10812 N. KENDALL DR., APT. Q24
MIAMI, FLORIDA 33176

-MIGUEL ANGEL VILLAREAL
10812 N. KENDALL DR., APT. Q24
MIAMI, FLORIDA 33176

The undersigned incorporators have executed these Articles of Incorporation this

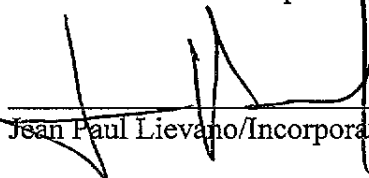
9th day of June, 1999



Maria T. Garcia/Incorporator

06-9-99

Date



Jean Paul Lievano/Incorporator

06-09-99

Date

Miguel Angel Villareal
Miguel Angel Villareal/Incorporator

06-09-99

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]
Signature/Registered Agent

FILED

99 JUN 14 AM 10:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA