



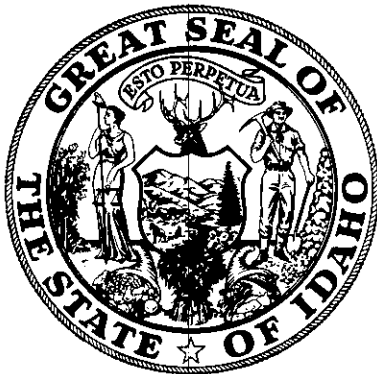
CERTIFICATE OF INCORPORATION
OF

PERFUMES INTERNATIONAL, LTD.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **September 23, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Nicki Rost*

RECEIVED
SEC. OF STATE

85 AUG 12 PM 10 29

RECEIVED
SEC. OF STATE
85 SEP 23 PM 9 09

RECEIVED
SEC. OF STATE

85 SEP 11 PM 9 38

ARTICLES OF INCORPORATION

OF

PERFUMES INTERNATIONAL, LTD.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens of the United States of America of the age of twenty-one (21) years or more, by these presents voluntarily associate ourselves together for the purpose of forming an Idaho Corporation, and we do hereby certify that the following shall be the Articles of Incorporation of PERFUMES INTERNATIONAL, LTD.

ARTICLE I

The name of the Corporation is PERFUMES INTERNATIONAL, LTD.

ARTICLE II

The object or objects and purpose or puposes for which the corporation is formed are:

- (a) To generate, manufacture, purchase, acquire perfumes, furnish, sell and dispose of such perfumes and products associated therewith that compliment the perfume in any manner, apparatus, supplies, equipment necessary and convenient or useful for carrying out and accomplishing any or all of the foregoing purposes.
- (b) To acquire, own held, use, exercise and, to the extend permitted by law, to sell, mortgage, pledge, hypothecate or in any manner dispose of franchises, rights, privileges, licenses, rights of business useful or appropriate to accomplish any or all of the purposes of the Corporation.
- (c) To purchase, receive, lease as lessee, or in any other manner acquire, own, hold, maintain, use convey, sell, lease as lessor, exchange, mortgage, pledge or otherwise dispose of any and all real and personal property or any interest therein necessary, useful or appropriate to enable the corporation to accomplish any or all of its purposes.
- (d) To borrow money, to make and issue stock, notes and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment of property acquired, or for any other objects or purpose of the corporation.
- (e) To do and perform, either for itself or its customers, any and all acts and things, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any or all of the foregoing purposes.

ARTICLE III

The registered agent of the corporation shall be: Cally Hansen, 320 West Second South, Preston, Idaho 83263.

ARTICLE IV

The names and addresses of the original incorporators and Directors herto are as follows:

Robert Sparrow
President & Director

320 West 2nd. South
Preston, Idaho 83263

Gary Baldwin
Vice President & Director

605 Button Wood
Las Vegas, Nevada 89107

ARTICLE V

The period of existence of this Corporation shall be perpetual.

ARTICLE VI

The amount of authorized capital stock with which this corporation shall commence business will consist of two hundred thousand (200,000) shares of common stock of a par value of one mill (\$0.001) per share. The amount of capital with which it shall commence business is two hundred dollars (\$200.00) which has been paid in for the issuance of shares.

ARTICLE VII

The officers of this corporation shall consist of a President and Secretary-Treasurer, who shall be elected annually by the Board of Directors. To qualify as an officer of this corporation a person must be a member of the Board of Directors, and until such time as the first Board of Directors meeting is held and the officers duly appointed as herein provided, the following persons shall serve in the offices indicated:

Robert Sparrow

President and Vice President

Gary Baldwin

Secretary and Treasurer

ARTICLE VIII

The Board of Directors shall consist of two (2) members to be elected annually.

The Board of Directors shall have the power to adopt by-laws for the government of the Board and the Corporation. Such by-laws shall not be inconsistent with the laws of Idaho or any other state in which said corporation is qualified to do business now with these Articles. The Board of Directors shall have the power to amend from time to time, or repeal the by-laws by proper resolution.

ARTICLE IX

A majority of the Board of Directors shall be necessary to constitute a quorum and be authorized to transact the business and exercise the corporate powers of the corporation.

ARTICLE X

1. At all elections of directors of the corporation, each common stockholder shall be entitled to one (1) vote from each share of stock held in his name at the time designated by the Board of Directors for closing the company books for the purpose of determining those qualified to vote at any regularly held or specially called meeting for that purpose.

2. The holders of record of a majority of the issued and outstanding common shares of the corporation present in person or represented by proxy who are entitled to vote at stockholders meetings, shall constitute a quorum at all meetings of stockholders.

3. The Board of Directors shall have power to fix the amount of the surplus or net profits of the corporation to be reserved as working capital for any other purpose, and to determine whether any of the surplus or net profits of the corporation are to be reserved as working capital for any other purpose and to determine whether any of the surplus or net profits arising from its business shall be declared in dividends and paid to the stockholders.

4. Except as otherwise expressly agreed and provided by law, the Board of Directors shall have power to sell, hypothecate, mortgage and pledge all or part of the corporate assets or property of the corporation.

5. No contract or transaction entered into by the corporation shall be affected by the fact that a director of the corporation had or has a personal interest in it if, at the meeting of the Board of Directors making, authorizing or confirming such contract or transaction, the interested director discloses his interest therein, and refrains from voting on such contract or transaction and such contract or transaction is adopted or ratified by a majority of a quorum of directors present and said interest is set out in the minutes of said meeting.

6. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in or is a director or officer of such other corporation; any director, individually or jointly, may be a party to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any firm, person or corporation shall be affected by the fact that any director of this corporation is a party to, or is interested in, such contract, act or transaction, or in any way connected with such person, firm or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

7. The directors may submit any contracts or transactions for approval at any annual meeting of the stockholders or any special meeting of the stockholders called for that purpose, and any contracts or transaction so approved by a majority vote of a quorum of the stockholders at such meeting shall be binding upon the corporation and all its stockholders, whether or not the contract or transaction would otherwise be subject to attack because of the interest of any of the directors of the corporation or for any other reason.

8. Every other officer, director or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer or employee of this corporation or any settlement thereof, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged guilty or willful misfeasance or malfeasance in the performance of the duties, provided, that in the event of a settlement and the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such director, officer or employee may be entitled.

ARTICLE XI

The stockholders shall not be personally liable nor shall their property, real or personal, be liable for the obligations of this corporation.

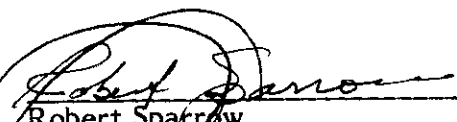
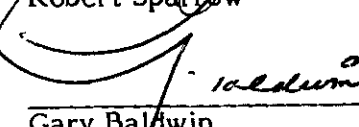
ARTICLE XII

The authorized stock of this corporation is now and shall remain non-assessable, non-accumulative, and with pre-emptive rights.

ARTICLE XIII

These articles may be amended at any time in the manner and form prescribed by the State of Idaho by a vote representing a majority of all outstanding capital stock in any sepcial meeting called for the purpose.


IN WITNESS WHEREOF, the said parties have set their hands this 3rd day of July, 1985.


Robert Sparrow

Gary Baldwin

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I hereby certify that on the 3rd day of July, 1985, personally appeared before me Robert Sparrow and Gary Baldwin, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing instrument and that the statements therein are true.

IN WITNESS WHEREOF, i have hereunto set my and and seal this 3rd day of July, 1985.


NOTARY PUBLIC
Residing at: Sandy, Utah