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CERTIFICATE OF INCORPORATION

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OF

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PARLUX FRAGRANCES, INC.

Alan C. Keaton
SECRETARY OF STATE

1. The name of the Corporation is Parlux Fragrances, Inc.
2. The address of its registered office is 103 Springer Building, 3411 Silverside Road, Wilmington, County of New Castle, Delaware 19810. The name of its registered agent at such address is Organization Service, Inc.
3. The nature of the business to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock; all of such shares shall have no par value.
5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Judith P. Dolan	103 Springer Building 3411 Silverside Road Wilmington, Delaware 19810
Lee Lieberman	103 Springer Building 3411 Silverside Road Wilmington, Delaware 19810

6. The corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation.
8. Meetings of stockholders may be held within or without the State of Delaware as the By-Laws may provide. The books of the Corporation may be kept (subject to any provisions contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Elections of Directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.
9. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereinafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 23rd day of July, 1984.

Judith P. Dolan
Judith P. Dolan

Lee Lieberman
Lee Lieberman

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

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John G. ...
SECRETARY OF STATE

Parlux Fragrances, Inc.

Parlux Fragrances, Inc., a Corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That by unanimous consent of the directors of Parlux Fragrances, Inc., a resolution was duly adopted setting forth an amendment of the Certificate of Incorporation of said Corporation. The resolution is as follows:

RESOLVED, that the Certificate of Incorporation of this Corporation be, and it hereby is, amended by adding the article thereof number ten (10) to read as follows:

"10. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director."

SECOND: That the capital of said Corporation shall not be reduced under or by reason of said amendment.

THIRD: That this resolution has been approved and consented to in writing by a majority of the shareholders of Parlux Fragrances, Inc., pursuant to section 242.

IN WITNESS WHEREOF, said Parlux Fragrances, Inc. caused its corporate seal to be hereunto affixed and this Certificate to be signed by Gerard Semhon, its President and Dexter Levy, its Secretary, this day of , 1986.

DATED: August 29, 1986

Corporate Seal:

Gerard Semhon

Gerard Semhon, President

Dexter Levy

Dexter Levy, Secretary

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Handwritten signature/initials

CERTIFICATE

FOR RENEWAL AND REVIVAL OF CHARTER

Parlux Fragrances, Inc., a corporation organized under the laws of Delaware, the certificate of incorporation of which was filed in the office of the Secretary of State on the 23rd day of July, 1984, and recorded in the office of the Recorder of Deeds for New Castle County, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation at the time it became void was:

Parlux Fragrances, Inc.

2. Its registered office in the State of Delaware is located at 103 Springer Building, 3411 Silverside Road, Wilmington, County of New Castle, Wilmington, Delaware 19810. The name of its registered agent at such address is Organization Services, Inc.

3. The date when the restoration, renewal, and revival of the charter of this company is to commence is the 29th day of February, 1988, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.

4. This corporation was duly organized and carried on the business authorized by its charter until the 1st day of March, A.D. 1988, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the Incorporator of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provision of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters, Gerard Semhon, the last and acting President, and Edward Adamcik, the last and acting Secretary of Parlux Fragrances, Inc., have hereunto set their hands to this certificate this 7th day of September, 1988.

Handwritten signature of Gerard Semhon

Last and Acting President

ATTEST:

Handwritten signature of Edward Adamcik

Last and Acting Secretary