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FILED
TALLAHASSEE, FLORIDA
MAY 10 10:01 AM

ACCOUNT NO. : 072100000032

REFERENCE : 132446 4331295

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : \$ 70.00

ORDER DATE : April 29, 2001

ORDER TIME : 11:32 AM

ORDER NO. : 132446-035

CUSTOMER NO: 4331295

CUSTOMER: Ms. Belinda Beeghly
The Estee Lauder Companies
767 Fifth Avenue
42nd Floor
New York, NY 10153

RECEIVED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2001 MAY -2 PM 12:17

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: M.A.C. COSMETICS INC.

300004132113--1

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: *5/2*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. M.A.C. Cosmetics Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 11-3581776

(FEI number, if applicable)

4. November 13, 2000

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7 Corporate Center Drive

(Principal office address)

Melville, NY 11747-3166

(Current mailing address)

See attached business rider.

8. _____

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

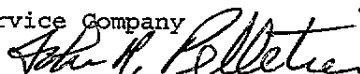
, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

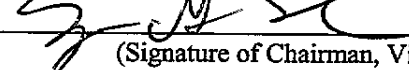
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Spencer G. Smul, Assistant Secretary

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BUSINESS RIDER

M.A.C. COSMETICS INC.

To produce, distribute, purchase, market, and sell cosmetics and hair care products of any kind and any products or services related thereto, to provide services incidental to the foregoing, and to engage in all transactions reasonably necessary or incidental thereto.

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TALLAHASSEE FLORIDA

DIRECTORS/OFFICERS RIDER

M.A.C. COSMETICS INC.

DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Paul E. Konney	Director	767 Fifth Avenue New York, NY 10153
Richard W. Kunes	Director	767 Fifth Avenue New York, NY 10153
Fred H. Langhammer	Director	767 Fifth Avenue New York, NY 10153
William P. Lauder	Director	767 Fifth Avenue New York, NY 10153

OFFICERS

<u>Name</u>	<u>Office(s)</u>	<u>Address</u>
John Demsey	President	130 Prince Street New York, NY 10012
Richard W. Kunes	Senior Vice President and Chief Financial Officer	767 Fifth Avenue New York, NY 10153
Andrew J. Cavanaugh	Senior Vice President – Human Resources	767 Fifth Avenue New York, NY 10153
Paul E. Konney	Senior Vice President, General Counsel and Secretary	767 Fifth Avenue New York, NY 10153
Karen S. Buglisi	Senior Vice President, Sales and Artist Training	130 Prince Street New York, NY 10012
Gerald Z. Gibian	Corporate Vice President of Taxes, Real Estate & Customs	767 Fifth Avenue New York, NY 10153
James Gager	Senior Vice President – Creative Director	130 Prince Street New York, NY 10012
Charles Richards	Senior Vice President – Business Administration	200 Bentley Street Markham, Ontario L3R 3C1 Canada

DIRECTORS/OFFICERS RIDER

<u>Name</u>	<u>Office(s)</u>	<u>Address</u>
Jin Chung	Vice President - Design	130 Prince Street New York, NY 10012
Caroline Geerlings	Vice President – Marketing	130 Prince Street New York, NY 10012
Angleo LoBue	Vice President – Sales Administration	130 Prince Street New York, NY 10012
Marilynne Martin	Vice President – Financial Administration and Corporate Controller	7 Corporate Center Drive Melville, NY 11747-3166
Terence R. Stack	Vice President and Treasurer	767 Fifth Avenue New York, NY 10153
Ken W. Stone	Vice President – Retail Support Services	65 Bleeker Street New York, NY 10012
Judith Mann	Assistant Secretary	767 Fifth Avenue New York, NY 10153
George H. Martini	Assistant Secretary	767 Fifth Avenue New York, NY 10153
Lesley A. Moradian	Assistant Secretary	767 Fifth Avenue New York, NY 10153
Lido L. Puccini	Assistant Secretary	767 Fifth Avenue New York, NY 10153
James Schwecherl	Assistant Secretary	7 Corporate Center Drive Melville, NY 11747-3166
Spencer G. Smul	Assistant Secretary	767 Fifth Avenue New York, NY 10153

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "M.A.C. COSMETICS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
01 MAY -2 AM 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3314877 8300

AUTHENTICATION: 1109971

010209372

DATE: 05-01-01