

P06000084842

(Requestor's Name)

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(Business Entity Name)

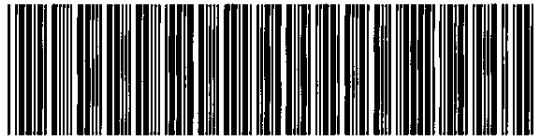
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DATE: 06-22-06

NAME: LIPSTICK & ROUGE, LLC

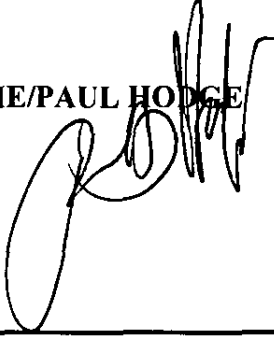
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Certificate of Conversion
For
"Other Business Entity"
into
Florida Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Lipstick & Rouge, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **limited liability company**

(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of **Florida**

(Enter state, or if a non-U.S. entity, the name of the country)

on **October 13, 2005**

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

Lipstick & Rouge, Inc.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 21 day of April, 20 06.

Signature: 
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Caitlin Claff Title: Director

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Lipstick & Rouge, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

c/o Guilford & Rash
44 West Flagler Street
Miami, FL 33130**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

Any lawful act or activity.

ARTICLE IV SHARES

The number of shares of stock is:

1,000 No Par Value

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s): D

Michael Craig
681 West 180 Street, #88
New York, NY 10033**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Guilford & Rash
44 West Flagler Street
Miami, FL 33130**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Justin T. Reed, c/o BlumbergExcelsior Corporate Services, Inc.
82 White Street, 2nd Floor, New York, NY 10013

Having been named as registered agent to accept service of process for the above named corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent4/21/06

Date

Signature/Incorporator6/12/08

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