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ACCOUNT NO. : 072100000032

REFERENCE : 988649-7239392

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : February 2, 2001

ORDER TIME : 9:48 AM

ORDER NO. : 988649-005

CUSTOMER NO: 7239392

800003654218--3

CUSTOMER: Terrance Materniak, Esq
Terrance Materniak, Esq.
838 Ritchie Highway Suite 3b

Severna Park, MD 21146

FOREIGN FILINGS

NAME: LABORATORIES ESTHEDERM USA,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER: _____

M 2/6

FILED
01 FEB -6 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 FEB -6 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILE No. 1380 02/02 '01 16:23 ID: CSC

FAX: 8505211010

PAGE

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. LABORATORIES ESTHEDERM USA, 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. 52-1605868

(FBI number, if applicable)

4. 06/29/88

(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 607.155, F.S.)

7. 2060 Northwest 29th Street, Ft. Lauderdale, Florida 33311

(Principal office address)

2060 Northwest 29th Street, Ft. Lauderdale, Florida 33311

(Current mailing address)

skin-care products and related services

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

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper
Asst. Secretary

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
SECRETARY OF STATE

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FAX: 8505211010

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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. _____

OLIVIER FATOU

/ President

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

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01 FEB 16 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICERS AND DIRECTORS OF LABORATORIES ESTHEDERM USA,

Olivier Fatou
Pres.

2060 Northwest 29th Street
Ft. Lauderdale, Florida 33311

Karen McGuinness
Vice. Pres.

2060 Northwest 29th Street
Fort Lauderdale, Florida 33311

Marie Rose Di Bernardo
Sec./Treas.

2060 Northwest 29th Street
Fort Lauderdale, Florida 33311

Jacques de Vernejoul
Vice Pres.

2060 Northwest 29th Street
Fort Lauderdale, Florida 33311

FILED
01 FEB -06 PM 3:29
FBI
TALLAHASSEE, FLORIDA

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 "LABORATOIRES ESTHEDERM USA 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 SECOND DAY OF FEBRUARY, A.D. 2001.

FILED =
01 FEB - 28 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2165269 8300

AUTHENTICATION: 0952635

010055567

DATE: 02-02-01