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Florida Department of State  
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DIVISION OF CORPORATIONS

## COR AMND/RESTATE/CORRECT OR O/D RESIGN

BEAUTY BRANDS GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

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Corporate Filing Menu

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A Amend

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
BEAUTY BRANDS GROUP, INC.**

THE UNDERSIGNED, Marc Sharinn, Terrence A. Tecco and Colm O. Wynn, being the President, Secretary/Treasurer and Chief Financial Officer, respectively, of Beauty Brands Group, Inc., a Florida corporation (the "Corporation") hereby certifies as follows:

1. The Board of Directors of the Corporation, by unanimous written consent executed October 4, 2006, adopted a resolution to amend the Articles of Incorporation of the Corporation, as amended, to affect a 1 for 150 reverse stock split (the "Reverse Stock Split") of the Corporation's Common Stock.

2. To effect the Reverse Stock Split, the Board of Directors of the Corporation, by unanimous written consent executed on October 4, 2006, approved an amendment to Article 3 of the Articles of Incorporation of the Corporation, as amended, amending and restating Article 3 in its entirety as follows:

(a) The aggregate number of shares which the Corporation shall have the authority to issue is 100,000,000 Shares of common stock, par value \$0.10 per share. There shall be no cumulative voting and all pre-emptive rights are denied. Each share shall entitle the holder thereof to one vote at all meetings of the stockholders. Stockholders shall not be liable to the Corporation or its creditors for any debts or obligations of the Corporation.

(b) Simultaneously with the effective date of the filing of this Certificate of Amendment of Articles of Incorporation (the "Effective Date"), each share of common stock, par value \$0.10 per share of the Corporation issued and outstanding and all shares held as treasury shares immediately prior to the Effective Date shall be automatically reclassified and continued, without action on the part of the holder thereof, as 1/150<sup>th</sup> of a share of common stock, par value \$0.10 per share. The Corporation shall not issue fractional shares on account of such reverse split. Holders of the issued common stock who would otherwise be entitled to a fraction of a share on account of the reverse split shall have such fractional share rounded up to the nearest whole share.

3. The number of shares of the Corporation entitled to vote on the amendments set forth in this Certificate of Amendment of Articles of Incorporation is 10,098,139 shares of Common Stock. The amendments contained in the Amendment of Articles of Incorporation have been consented to and approved by the written consent of the holders of a majority of the Common Stock outstanding and entitled to vote thereon.

October 4, 2006

BEAUTY BRANDS GROUP, INC.

By: Marc Sharinn  
Marc Sharinn, President

By: Colm O. Wynn  
Colm O. Wynn, Chief Financial Officer

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06 OCT 10 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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By:   
Terrence A. Teoco, Secretary & Treasurer

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**WRITTEN CONSENT  
OF THE HOLDERS OF A MAJORITY OF THE COMMON STOCK  
OF  
BEAUTY BRANDS GROUP, INC.**

**THE UNDERSIGNED**, being the holders of a majority of the issued and outstanding shares of the Common Stock of Beauty Brands Group, Inc. (the "Corporation"), a Florida corporation, hereby adopt the following resolutions by unanimous written consent in lieu of a meeting pursuant to Section 607.0704 of the Florida Statutes.

**WHEREAS**, the Board of Directors of the Corporation has approved an amendment to Corporation's Certificate of Incorporation to effectuate a reverse stock split of 1 share of the common stock of the Corporation, par value \$0.10 ("Common Stock") for each 150 shares of Common Stock currently issued and outstanding;

**WHEREAS**, the date on which NASDAQ (or other appropriate regulatory agency) effectuates the reverse split referred to herein shall be known as the "Effective Date;"

**NOW, THEREFORE, BE IT**

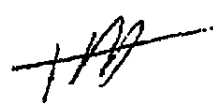
**RESOLVED**, that each share of Common Stock of the Corporation issued and outstanding as of the Effective Date be changed into 1/150<sup>th</sup> of a fully paid and nonassessable share of Common Stock (the "Reverse Stock Split"); and be it further

**RESOLVED**, that a proposed Amendment to the Certificate of Incorporation of the Corporation (the "Amendment"), effecting the Reverse Stock Split, a copy of which is annexed hereto as Exhibit A, is hereby ratified, confirmed and approved, in all respects; and be it further

**RESOLVED**, that the Corporation be, and it hereby is, authorized and directed to file the Amendment in the Office of the Secretary of State of Florida; and be it further


**RESOLVED**, that the appropriate officers of the Corporation shall take such other actions and execute such documents and instruments which they deem necessary or advisable to carry out the intent of the foregoing resolutions; and be it further

**RESOLVED**, that the Consulting Agreement by and between the Company and Deer Creek Capital, L.P. ("Deer Creek") wherein Deer Creek shall receive 15 million shares of Common Stock after the Effective Date, is hereby approved.



This Consent may be executed by facsimile or in counterparts, all of which when so executed shall constitute one consent, notwithstanding that all of the parties are not signatories to the original or same counterpart.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the 4<sup>th</sup> day of October, 2006.

By:   
Marc Sherman

By:   
Colin O. Wynn

  
Terrence A. Tecco

**UNANIMOUS WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
OF  
BEAUTY BRANDS GROUP, INC.**

**THE UNDERSIGNED**, comprising the entire Board of Directors of Beauty Brands Group, Inc. (the "Corporation"), a Florida corporation, hereby adopt the following resolutions by unanimous written consent in lieu of a meeting pursuant to Section 607.0821 of the Florida Statutes.

**WHEREAS**, the Board of Directors of the Corporation deems it advisable and therefore proposes and recommends to the stockholders of the Corporation that the Corporation's Certificate of Incorporation be amended so as to effectuate a reverse stock split of 1 share of the common stock of the Corporation, par value \$0.10 ("Common Stock") for each 150 shares of Common Stock currently issued and outstanding;

**WHEREAS**, the date on which NASDAQ (or other appropriate regulatory agency) effectuates the reverse split referred to herein shall be known as the "Effective Date;"

**NOW, THEREFORE, BE IT**

**RESOLVED**, that each share of Common Stock of the Corporation issued and outstanding as of the Effective Date be changed into 1/150<sup>th</sup> of a fully paid and nonassessable share of Common Stock (the "Reverse Stock Split"); and be it further

**RESOLVED**, that a proposed Amendment to the Certificate of Incorporation of the Corporation (the "Amendment"), effecting the Reverse Stock Split, a copy of which is annexed hereto as Exhibit A, is hereby ratified, confirmed and approved, and the Board of Directors hereby recommends the same to the stockholders of the Corporation for their consideration and approval as being in the best interests of the Corporation; and be it further

**RESOLVED**, that upon the affirmative vote by the holders of a majority of the outstanding shares of Common Stock, at a special meeting of the stockholders or by written consent in lieu of such special meeting, executed by stockholders holding a majority of the outstanding shares of Common Stock, the Amendment shall be filed in the Office of the Secretary of State of Florida; and be it further

**RESOLVED**, that the appropriate officers of the Corporation shall take such other actions and execute such documents and instruments which they deem




necessary or advisable to carry out the intent of the foregoing resolutions; and be it further


**RESOLVED**, that the Consulting Agreement by and between the Company and Deer Creek Capital, L.P. ("Deer Creek") wherein Deer Creek shall receive 15 million shares of Common Stock after the Effective Date, is hereby approved.

This Consent may be executed by facsimile or in counterparts, all of which when so executed shall constitute one consent, notwithstanding that all of the directors are not signatories to the original or same counterpart.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the 4<sup>th</sup> day of October, 2006.

By:   
Mario Sharfman

By:   
Colm O. Wynn

  
Terrence A. Tecco