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Special Instructions to Filing Officer:

CAlled to tell them that they would be advised to declare a higher amount since they were already anticipating \$250,000.00. Told them declaring a higher amount might avoid necessity and expense of filing supplemental affidavits.

They wanted to stick with \$250,000.00.

— BK 11/17/04

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CERTIFICATE OF LIMITED PARTNERSHIP OF NEWBEAUTY MEDIA GROUP, LTD.

ASSERTING PARTY OF THE STREET

NEWBEAUTY MEDIA GROUP, LT a Florida Limited Partnership

THE UNDERSIGNED, constituting the General Partner of NEWBEAUTY MEDIA GROUP, LTD., a Florida limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

- 1. The name of the Partnership is NEWBEAUTY MEDIA GROUP, LTD.
- 2. The address of the office of the Partnership is:

3731 NW 8th Avenue Boca Raton, Florida 33431

3. The name and address of the agent for the service of process on the Partnership is:

KTG&S REGISTERED AGENT CORPORATION
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

4. The name and business address of the General Partner is as follows:

NEWBEAUTY HOLDINGS, LLC

3731 NW 8th Avenue
Boca Raton, Florida 33431 UV (UUS) 280

5. The mailing address of the Partnership is:

3731 NW 8th Avenue Boca Raton, Florida 33431

6. The Partnership term will be indefinite.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

The undersigned has duly executed this Certificate of Limited Partnership of NEWBEAUTY MEDIA GROUP, LTD. this \(\sum_{\lambda} \) day of \(\lambda_{\lambda \lambda} \). 2004.

GENERAL PARTNER:

NewBeauty Holdings, LLC, a Florida limited liability company

By its Manager:

Sandow Media Corporation, a Delaware corporation

Adam I. Sandow, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for NEWBEAUTY MEDIA GROUP, LTD., a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, agrees to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT:

KTG&S REGISTERED AGENT CORPORATION

By:

Keith Blum, Vice-President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole general partner of NEWBEAUTY MEDIA GROUP, LTD., a Florida limited partnership, herein referred to as the "Partnership," certifies as follows:

1. The amount of capital contributions to date of the Limited Partners is as follows:

\$5,500

2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals:

\$250,000

3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

NewBeauty Holdings, LLC, a Florida limited liability company

By its Manager:

Sandow Media Corporation,

a Delaware corporation

Dated: Nov. 15, 2004

Adam I. Sandow, President