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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 523635 4716027
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : April 11, 2002
ORDER TIME : 12:25 PM
ORDER NO. : 523635-005
CUSTOMER NO: 4716027
CUSTOMER: Ms. Annie Masse
Yves Rocher, Inc.
789 Jean Paul Vincent
Longueuil, QC J4G 2T2

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-04/15/02--01046--028
*****78.75 *****78.75

FOREIGN FILINGS

NAME: YVES ROCHER DIRECT SELLING INC.

BK

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DIVISION OF COMPENSATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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TALLAHASSEE, 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. Yves Rocher Direct Selling 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. Canada
(State or country under the law of which it is incorporated)
3. 98-0550015
(FEI number, if applicable)
4. October 22, 1999
(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. 789 Jean-Paul Vincent, Longueuil, Quebec, Canada,
(Principal office address) J4G 2T2
(same as above)
(Current mailing address)
8. Distribution/Direct selling of beauty products & cosmetics
(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, Florida 32301
(City) (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

Lynette Coleman
(Registered agent's signature)

Lynette Coleman
as its agent

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.

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: _____

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TALLAHASSEE, FLORIDA

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. _____

Nadine Pelletier

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

14. _____

Nadine Pelletier, Secretary

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

YVES ROCHER DIRECT SELLING INC. - BOARD OF DIRECTORS

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TALLAHASSEE, FLORIDA

President : ***JEAN-YVES USUNIER***
107 avenue Henri Martin
75116 Paris, France
Driver's licence # : 92/2496 N

Vice-President : ***ROBERT SANCHEZ***
3 rue des Beau Site
91190 Gif sur Yvette, France
Driver's licence # : 75/1343509

Secretary : ***NADINE PELLETIER***
1344 Adoncour
Longueuil (Québec), Canada
J4J 5L3
Driver's licence # : P4366-160870-06

Administrator : ***Me MARIE-MICHELLE LAVIGNE***
2191 Chemin Sunset
Ville Mont-Royal (Québec), Canada
H3R 2Y5
Driver's licence # : L1256-221158-06

Administrator : ***Me PETER S. MARTIN***
83, Brookfield
Ville Mont-Royal (Québec), Canada
H3P 3K6



Industry Canada

Industrie Canada

CERTIFICATE OF COMPLIANCE
s. 263

CERTIFICAT DE CONFORMITE
art. 263

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TALLAHASSEE, FLORIDA

YVES ROCHER DIRECT SELLING INC. /

LES VENTES DIRECTES YVES ROCHER INC.

367243-3

Name of corporation-Dénomination sociale

Corporation number-Numéro de la société

I HEREBY CERTIFY that the corporation named above is incorporated or continued under the *Canada Business Corporations Act*, is not discontinued and has not been dissolved under that Act.

JE CERTIFIE, par les présentes, que la société ci-dessus mentionnée est constituée ou prorogée en vertu de la *Loi canadienne sur les sociétés par actions*, qu'elle n'a pas changé de régime et qu'elle n'a pas été dissoute en vertu de cette Loi.

This corporation has sent to the Director the required Annual Returns and has paid all fees required under the Act.

Cette société a remis au directeur les rapports annuels prescrits et acquitté les droits requis par la Loi.

Deputy Director - Directeur adjoint

March 26, 2002 / le 26 mars 2002

Issuance date - Date d'émission

Canada