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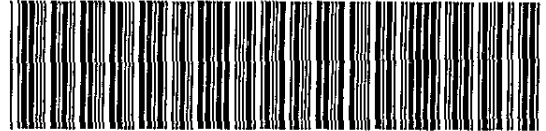
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**McClosky, D'Anna,
Ioannou & Dieterle, LLP**

GREGG W. McCLOSKEY
RONALD E. D'ANNA
MICHAEL J. IOANNOU
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2300 GLADES ROAD
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MALCOLM H. KAHL
OF COUNSEL

DAVID J. PASCUZZI
JOHN IOANNOU, JR.
RICHARD W. BASSETT
JOSEPH W. GELLI

January 20, 2003

Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Topiclear, Inc., a Delaware Corporation

Dear Sir or Madam:

Enclosed is an Application by Foreign Corporation for Authorization to Transact Business in Florida, together with an original certificate of existence regarding the above-referenced corporation. Also enclosed is our check in the amount of \$87.50 for the registration fee. Please direct all correspondence regarding the above-referenced corporation to the following:

Michael J. Ioannou, Esquire
McClosky, D'Anna, Ioannou & Dieterle, LLP
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

W03-2579

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If you need any additional information regarding this matter, please contact me.

Very truly yours,



Michael J. Ioannou

MJI/hsl
Enclosure



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 28, 2003

MICHAEL J. IOANNOU
MCCLOUSKY, D'ANNA, IONNAOU & DIETERLE LL
2300 GLADES ROAD, SUITE 400 EAST
BOCA RATON, FL 33431

SUBJECT: TOPICLEAR, INC.
Ref. Number: W03000002579

We have received your document for TOPICLEAR, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3,450.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 603A00005323

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**McClosky, D'Anna,
Ioannou & Dieterle, LLP**

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MALCOLM H. KAHL
OF COUNSEL

DAVID J. PASCUZZI
JOHN IOANNOU, JR.
RICHARD W. BASSETT
JOSEPH W. GELLI

February 6, 2003

VIA FEDERAL EXPRESS

Attention: Lee Rivers
Florida Secretary of State
Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, Florida 32399


Re: Topiclear, Inc., a Delaware Corporation
Ref. Number: W03000002579

Attention: Lee Rivers:

Thank you for your letter dated January 28, 2003 (i.e. Letter Number: 603A00005323) regarding the above-referenced foreign corporation. Enclosed please find a copy of your letter, together with a revised Application by Foreign Corporation for Authorization to Transact Business in Florida ("Application") and a notarized Affidavit stating that erroneous information was inadvertently listed in paragraph 6 of the Application. The correction has been made in accordance and consistent with §607.1501(2) of the Florida Statutes. Accordingly, please process the Application, as amended.

If you need any additional information regarding this matter, please contact me.

Very truly yours,


Michael J. Ioannou

MJI/hsl
Enclosures

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AFFIDAVIT OF MICHAEL J. IOANNOU

I, Michael J. Ioannou, being duly sworn, hereby deposes and says as follows:

1. I am an individual over eighteen (18) years of age, and am the General Counsel for Topiclear, Inc., a Delaware corporation ("Corporation").
2. I prepared the Application by Foreign Corporation for Authorization to Transact Business in Florida ("Application"), and inadvertently, mistakenly and unknowingly provided erroneous information on the Application pertaining to the date the Corporation first transacted business in Florida, as that phrase is defined under §607.1501(2), Florida Statutes.
3. After a more careful and thorough review of §607.1501(2)(a)-(m) of the Florida Statutes, this Affidavit is made to affirm that the Corporation did not transact business in Florida, as that phrase is defined under the statute, in April 2001.
4. Instead, in April 2001, the Corporation merely acquired the worldwide trademark rights to the mark "TOPICLEAR" by written assignment, but to date, the Corporation has not transacted business in Florida, as defined under §607.1501(2), Florida Statutes.
5. Indeed, to date the Corporation has not yet obtained an Federal Employer Identification Number ("EIN"), as reflected in paragraph 3 of the Application.
6. Consequently, the date "April, 2001" should be deleted from paragraph 6 of the Application and replaced with the correct information which should state "upon qualification." To that end, the enclosed copy of the Application has been revised to show this correction.

SWORN TO and subscribed before me this February 6, 2003 that the foregoing is true and correct to the best of Affiant's knowledge.


Notary Public


Michael J. Ioannou



Marlene R. Rader
MY COMMISSION # CC811652 EXPIRES
April 26, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

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03 FEB 7 AM 11:45

**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. Topiclear, 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 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 19, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. ~~April, 2001~~ 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. 615 South DuPont Highway, Dover, DE 19901
(Principal office address)
2300 Glades Road, Suite 400 East, Boca Raton, FL 33431
(Current mailing address)
8. Distribution of Topiclear brand cosmetic products
(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: Michael J. Ioannou
Office Address: 2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431
(City) (Zip code)

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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.



(Registered agent's signature)

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: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Ismail Jedouane

Address: 11054 S.W. 127th Court

Miami, FL 33186

Director: Jacob Aini

Address: 56-25 Flushing Avenue

Maspeth, NY 11378

B. OFFICERS

President: Ismail Jedouane and Jacob Aini - Co-Presidents

Address: 11054 S.W. 127th Court 56-25 Flushing Avenue

Miami, FL 33186 Maspeth, NY 11378

Vice President: N/A

Address: _____

Secretary: N/A

Address: _____

Treasurer: N/A

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. Ismail Jedouane, Co-President

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

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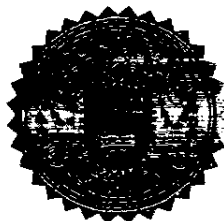
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOPICLEAR, 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 SIXTEENTH DAY OF JANUARY, A.D. 2003.

FILED
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DIVISION OF CORPORATIONS
03 FEB - 7 AM 11:45



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3085745 8300

AUTHENTICATION: 2209437

030032384

DATE: 01-16-03