

F05000005130

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

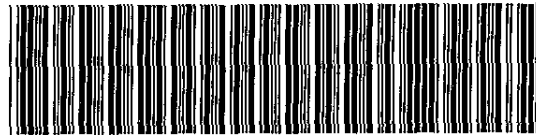
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 570330 4331295

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pajaro

05 SEP - 1 PM 12:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 30, 2005

ORDER TIME : 9:48 AM

ORDER NO. : 570330-025

CUSTOMER NO: 4331295

CUSTOMER: Ms. Patricia E. Donnelly
The Estee Lauder Companies
40th Floor
767 Fifth Avenue
New York, NY 10153

FOREIGN FILINGS

NAME: ELC ONLINE 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: Heather Chapman -- EXT# 2908

EXAMINER: _____

**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.

05 SEP - 1 PM 12:55
FILED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

1. ELC ONLINE INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 11-3543309

(FEI number, if applicable)

4. APRIL 6, 2000

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. AUGUST 5, 2005

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 65 BLEECKER STREET, NEW YORK, NY 10153

(Principal office address)

65 BLEECKER STREET, NEW YORK, NY 10153

(Current mailing address)

8. SEE ATTACHED BUSINESS RIDER

(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 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

By: John H. Pelletier

(Registered agent's signature)

JOHN H. PELLETIER

ASST. VICE PRESIDENT

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 SCHEDULE A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED SCHEDULE A

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 Director or Officer listed in number 12 of the application)

14. ROBIN S. ELKOWITZ, ASSISTANT SECRETARY

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

Business Rider

ELC Online Inc.

To produce, market and sell makeup, skin care products, fragrances and hair care products of any kind and any products related thereto online, and to engage in all transactions reasonably necessary or incidental thereto.

SCHEDULE A

Directors, Officers Report

ELC Online Inc.

August, 2005

DIRECTORS

Richard W. Kunes	Director	767 Fifth Ave., New York, NY 10153
Sara E. Moss	Director	767 Fifth Ave., New York, NY 10153
Philip Shearer	Director	767 Fifth Ave., New York, NY 10153

OFFICERS

Philip Shearer	Group President	767 Fifth Ave., New York, NY 10153
Richard W. Kunes	Executive Vice President and Chief Financial Officer	767 Fifth Ave., New York, NY 10153
Dennis McEniry	President	65 Bleecker St., New York, NY 10012
Sara E. Moss	Executive Vice President, General Counsel and Secretary	767 Fifth Ave., New York, NY 10153
Frank L. Doyle	Senior Vice President - Corporate Controller	767 Fifth Ave., New York, NY 10153
Steffi K. Bogart	Vice President and Legal Counsel	767 Fifth Ave., New York, NY 10153
Lesley A. Moradian	Vice President and Trademark Counsel	767 Fifth Ave., New York, NY 10153
Lido L. Puccini	Vice President and Deputy General Counsel	767 Fifth Ave., New York, NY 10153
Spencer G. Smul	Vice President, Deputy General Counsel and Assistant Secretary	767 Fifth Ave., New York, NY 10153
Terence R. Stack	Vice President and Treasurer	7 Corporate Center Drive Melville, NY 11747-3166
Gerald Z. Gibian	Corporate Vice President of Taxes, Real Estate & Customs	767 Fifth Ave., New York, NY 10153
Raymond Gwydir	Staff Vice President - Corporate Tax Services	7 Corporate Center Drive Melville, NY 11747-3166
James Schwecherl	Assistant Secretary	7 Corporate Center Drive Melville, NY 11747-3166
Robin S. Elkowitz	Assistant Secretary	767 Fifth Ave., New York, NY 10153
Ron Hutchison	Executive Director, Finance	65 Bleecker St., New York, NY 10012

Delaware

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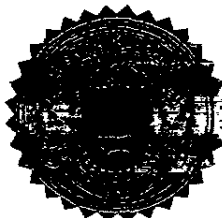
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELC ONLINE 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 THIRTIETH DAY OF AUGUST, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ELC ONLINE INC." WAS INCORPORATED ON THE SIXTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



3208653 8300

050712772

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4123770

DATE: 08-30-05