

F0800000Z9Z9

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
News
8/1/08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SHISEIDO INTERNATIONAL CORPORATION
(Name of Corporation)

DOCUMENT NUMBER: F08000002929

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DOREEN RUTMAN

(Name of Contact Person)

SHISEIDO INTERNATIONAL CORPORATION

(Firm/Company)

100 TOKENEKE ROAD

(Address)

DARIEN, CT 06820

(City/State and Zip Code)

For further information concerning this matter, please call:

DOREEN RUTMAN

(Name of Contact Person)

at (**203**) **656-7848**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 22, 2008

DOREEN RUTMAN
SHISEIDO INTERNATIONAL CORPORATION
100 TOKENEKE ROAD
DARIEN, CT 06820

SUBJECT: SHISEIDO INTERNATIONAL CORPORATION
Ref. Number: F08000002929

We have received your document for SHISEIDO INTERNATIONAL CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 508A00042525

RECEIVED
JUL 28 2008
LEGAL
F08000002929
SHISEIDO INTERNATIONAL CORPORATION
DARIEN, CT 06820
1-1-08
00:08:14



PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
'APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F08000002929

(Document number of corporation (if known))

1. SHISEIDO INTERNATIONAL CORPORATION

(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE

(Incorporated under laws of)

3. 6/30/2008

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? JULY 1, 2008

5. SHISEIDO AMERICAS CORPORATION

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Joseph S. Kendy Jr.
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Joseph S. Kendy Jr.

(Typed or printed name of person signing)

Sr. VP, General Counsel, Secretary

(Title of person signing)

FILED
2008 AUG -1 PM 1:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SHISEIDO AMERICAS CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE ELEVENTH DAY OF AUGUST, A.D. 1988, AT 3:15 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTH DAY OF AUGUST, A.D. 1990, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SIXTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE ELEVENTH DAY OF APRIL, A.D. 2001, AT 4 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE FOURTEENTH DAY OF JULY, A.D. 2003, AT 8:50 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "SHISEIDO INTERNATIONAL CORPORATION" TO "SHISEIDO AMERICAS CORPORATION", FILED THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2008, AT 2:39 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6720298

DATE: 07-10-08

2169261 8100H

080773339

verify this certificate online
delaware.gov/authvar.shtml

Delaware

PAGE 2

The First State

THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JULY,
A.D. 2008, AT 12:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "SHISEIDO AMERICAS CORPORATION".



2169261 8100H

080773339

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6720298

DATE: 07-10-08

888224894

FILED

AUG 11 1988

[Signature]
THE STATE OF DELAWARE

CERTIFICATE OF INCORPORATION

OF

SHISEIDO INTERNATIONAL CORPORATION

FIRST: The name of the Corporation is Shiseido International Corporation (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 30,000 shares of Common Stock, each having a par value of Ten Thousand Dollars (\$10,000.00).

FIFTH: The name and mailing address of the Sole Incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Deborah M. Reusch	P.O. Box 636 Wilmington, Delaware 19899

SIXTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Subsection (4) to Article SIXTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 11th day of August, 1988.



Deborah M. Reusch
Sole Incorporator

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
SHISEIDO INTERNATIONAL CORPORATION

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Shiseido International Corporation.

2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article Fourth thereof and by substituting in lieu of said Article the following new Article:

"FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 40,000 shares of Common Stock, each having a par value of Ten Thousand Dollars (\$10,000.00)".

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed and attested to on July 31, 1990.

Norihiko Ishikawa
Mr. Norihiko Ishikawa
Executive Vice President

Attest:

Shoji Nakajima
Mr. Shoji Nakajima
Secretary

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION OF
SHISEIDO INTERNATIONAL CORPORATION**

It is hereby certified that:

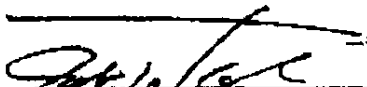
1. The name of the corporation (hereinafter called the "Corporation") is Shiseido International Corporation.

2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article Fourth thereof and by substituting in lieu of said Article the following new Article:

"**FOURTH:** The total number of shares of stock which the Corporation shall have the authority to issue is 100,000 shares of Common Stock, each having a par value of Ten Thousand Dollars (\$10,000)".

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed and attested to on June 30, 2000.



Mr. Nobuo Takahashi
President

Attest:



Mr. Tatsuya Toda
Secretary

**Shiseido
International
Corporation**

178 Bauer Drive.
Oakland, N.J. 07436-3105
Phone (201) 337-3750
Fax (201) 337-3862

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION OF
SHISEIDO INTERNATIONAL CORPORATION**

It is hereby certified that:

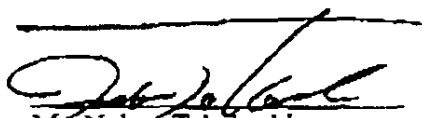
1. The name of the corporation (hereinafter called the "Corporation") is Shiseido International Corporation.

2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article Fourth thereof and by substituting in lieu of said Article the following new Article:

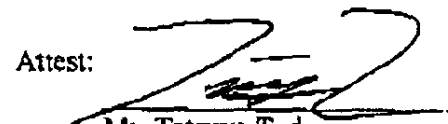
FOURTH: The total number of shares of stock that the Corporation shall have the authority to issue is 100,000 shares of Common Stock, each having a par value of Five Thousand Dollars (\$5,000).

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed and attested to on December 31, 2000.


Mr. Nobuo Takahashi
President

Attest:


Mr. Tatsuya Toda
Secretary

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT
OF
SHISEIDO INTERNATIONAL CORPORATION

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is:


SHISEIDO INTERNATIONAL CORPORATION

2. The registered office of the corporation within the State of Delaware is hereby changed to 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle.

3. The registered agent of the corporation within the State of Delaware is hereby changed to Corporation Service Company, the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on 7/3, 2003


Name: Joseph S. Kendy Jr.
Title: VP + General Counsel

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:39 PM 06/27/2008
FILED 02:39 PM 06/27/2008
SRV 080739035 - 2169261 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ZIC CORP.

(a New York Corporation)

INTO

SHISEIDO INTERNATIONAL CORPORATION

(a Delaware Corporation)

(Pursuant to Section 253 of the Delaware General Corporation Law)

It is hereby certified as follows:

FIRST: Shiseido International Corporation ("SIC") is the owner of all of the outstanding shares of capital stock of ZIC Corp., a New York corporation ("ZIC").

SECOND: On June 17, 2008, the Board of Directors and the sole stockholder of SIC duly adopted the following resolutions:

RESOLVED, that the Board of Directors and the sole stockholder of ZIC hereby authorize and approve the merger of ZIC into Shiseido International Corporation ("SIC"), with SIC being the surviving corporation of the merger, pursuant to a Certificate of Merger and a Certificate of Ownership and Merger, substantially in the forms attached hereto as Exhibit A and Exhibit B, respectively, which provide that, among other things, the name of SIC shall be changed to "Shiseido Americas Corporation" and all of the contracts and agreements to which ZIC is currently a party shall be assigned to SIC; and be it further

RESOLVED, that the officers of ZIC are hereby directed to execute and deliver the Certificate of Merger and the Certificate of Ownership and Merger referred to in the preceding resolution, with such additions thereto, deletions therefrom and changes therein as such officers, individually or collectively, may deem necessary, appropriate or in the best interest of ZIC; and be it further

RESOLVED, that the Board of Directors and the sole stockholder of ZIC hereby direct that the Certificate of Merger and the Certificate of Ownership and Merger be submitted to SIC for its approval; and be it further

RESOLVED, that, following the approval of the Certificate of Merger and the Certificate of Ownership and Merger by SIC, the officers of ZIC are hereby directed to make, execute and file with the Secretary of State of the State of New York and the Secretary of State of the State of Delaware all instruments, certificates or other documents necessary to consummate the transactions contemplated by the Certificate of Merger; and be it further

RESOLVED, that the officers of ZIC are hereby directed and authorized to take all such further actions, to execute, deliver and file all such other instruments and documents, and to do all such further things, in the name and on behalf of ZIC, and to pay such fees, expenses, taxes and other amounts, as in their individual or collective judgment may be necessary or advisable in order to consummate the transactions contemplated by the Certificate of Merger and the Certificate of Ownership and Merger and carry out the intent and purposes of the foregoing resolutions; and be it further


RESOLVED, that, as the sole stockholder of ZIC Corp., a New York corporation ("ZIC"), the Board of Directors of SIC hereby approves on behalf of SIC the merger of ZIC with and into SIC; and be it further

RESOLVED, that the merger referred to in the preceding resolution shall become effective at 12:01 A.M. Eastern Daylight time on July 1, 2008 (the "Effective Time"); and be it further

RESOLVED, that the Certificate of Incorporation of SIC shall be amended at the Effective Time to change the name of SIC to "Shiseido Americas Corporation;" and be it further

RESOLVED, that this Consent may be executed in counterparts, each of which shall be deemed an original, and said counterparts shall together constitute one and the same Consent.

SHISEIDO INTERNATIONAL CORPORATION
(a Delaware Corporation)

By 
Name: Shuichi Tanaka
Title: Chairman and CEO