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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

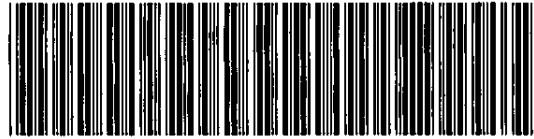
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations
MITCHELL COSMETICS INC.

SUBJECT: _____
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:
David M. Rogero, Esq.

Name of Person
David M. Rogero, P.A.

Firm/Company
2625 Ponce de Leon Blvd., Ste. 280

Address
Coral Gables, FL 33134

City/State and Zip code
dmrogero@dmrpa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Rogero 305 441-0200
_____ at (_____) _____
Name of Person Area Code Daytime Telephone Number

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

Mitchell Cosmetics Inc.

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

Mitchell Cosmetics Inc. (SVG)

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
St. Vincent and the Grenadines

2. _____ 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

January 4, 2000

4. _____ 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

c/o Mitchell Group USA, LLC, ONE Southeast Third Avenue, Suite 1860, Miami, FL 33131

7. _____
(Principal office address)

(Current mailing address, if different)

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TALLAHASSEE, FLORIDA

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)


Name: David M. Rogero, Esq.

Office Address: 2625 Ponce de Leon Blvd., Ste 280

Coral Gables, Florida 33134
(City) (Zip code)

9. 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)

10. 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.

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Pierre N. Chidiac

Address: Hall No. 2009, Beirut Port Free Zone

Beirut, Lebanon

Director: _____

Address: _____

B. OFFICERS

President: _____

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.

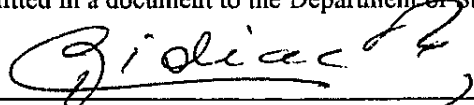
12. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. PIERRE N. CHIDIAC - DIRECTOR

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



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TALLAHASSEE, FLORIDA



**SAINT VINCENT AND THE GRENADINES
INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT,
CHAPTER 149 OF THE REVISED LAWS OF SAINT VINCENT AND THE GRENADINES, 2009**

(Section 5 (1))

Certificate of Incorporation

MITCHELL COSMETICS INC.

(NAME OF INTERNATIONAL BUSINESS COMPANY)

5443 IBC 2000

(INTERNATIONAL BUSINESS COMPANY NUMBER)

**I HEREBY CERTIFY THAT THE ABOVE-MENTIONED INTERNATIONAL BUSINESS COMPANY,
THE ARTICLES OF INCORPORATION OF WHICH ARE ATTACHED HERETO, WAS INCORPORATED UNDER THE
INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT, CHAPTER 149 OF THE REVISED
LAWS OF SAINT VINCENT AND THE GRENADINES, 2009 ON**

4th January, 2000

DATE OF INCORPORATION

REGISTRAR
[Handwritten Signature]
ST. VINCENT & THE GRENADINES
**REGISTRAR OF INTERNATIONAL
BUSINESS COMPANIES**



SAINT VINCENT AND THE GRENADINES
INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND
CONSOLIDATION) ACT 2007
(SECTION 14(1))



ARTICLES OF INCORPORATION

OF

MITCHELL COSMETICS INC

1. The name of the International Business Company is:- *MITCHELL COSMETICS INC*

2. The address of the registered office and the telephone and facsimile number of the International Business Company is: -
Address: *Regal Building, Kingstown*
St. Vincent, West Indies
Telephone: *784.456.1049*
Facsimile: *784.457.1283*

3. The name, address, telephone and facsimile number of the International Business Company's Registered Agent is: -
Name: *Fiduciary Service Corporation*
Address: *Egmont Street, Kingstown*
St. Vincent, West Indies
Telephone: *784.456.1049*
Facsimile: *784.457.1283*

4. The currency in which shares of the International Business Company shall be issued is: -

US

5. Total authorized capital (if any) in US: \$10'000.00

6. Aggregate par value of all shares with par value that the Company is authorized to issue: US \$10'000.00

Amount, if any, of shares without par value that the International Business Company is authorized to issue: N/A

7. Class (es) and series of shares that the International Business Company is authorized to issue:

Classes of Shares: Registered Shares.

Relative designations, powers, preferences, rights, qualifications, limitations or restrictions of the share of each class, and of each share within a class:

N/A

8. The number of shares to be issued as registered shares:

ALL

The number of shares to be issued as shares issued to bearer:

N/A

The directors are authorized to determine at their discretion a resolution of the directors whether shares are to be issued as registered shares or to bearer.

If shares issued to bearer are to be issued, state the manner in which a required notice is to be given to holders of shares to bearer:

N/A

9. Registered shares may be exchange for shares issued to bearer as follows (state the relevant authority for this exchange of shares):

Resolution of the Board of Directors

- Shares issued to bearer may be exchanged for registered shares as follows (state the relevant authority for this exchange of shares):

N/A

10. The directors are to be authorized to fix any such designations, powers, preferences, rights, qualifications, limitations or restrictions that have not been fixed by the Articles:

11. The right to transfer any shares of the International Business Company is restricted as follows:

N/A

12. State any additional provisions of the Articles:

12 (a) The objects of the company are all subject matters not forbidden by the International Business Companies (Amendment and Consolidation) Act, 2007, in particular but not exclusively all: commercial, financial, lending, borrowing, trading, of all kinds, to produce, acquire, develop, manage, let, lease, rent, broke, sell or otherwise dispose of any kind of goods, including but not restricted to real estate, intellectual property rights, ships, to contract, to mortgage or pledge any assets, as well as service activities, the participation in other enterprises, to undertake all kinds of investments and leasing of whatsoever kind, to produce manufacture, purchase, sell all kinds of products for the company or

third parties or out-source the same, as well as matters that the Board of Directors may consider to be in the Company's interest.

12 (b) The Sole Director has individual signature right.

12 (c) The company shall stand wound up and dissolved on the date stated in a resolution passed by the directors that the company shall be wound up and dissolved on the date so stipulated.

13. The International Business Company has elected to register its charges under section 141 to 146 of the Act.

14. The International Business Company has irrevocably elected not to pay taxes at 1% under section 180 (2) of the Act.

Dated the 12th day of November, 2008

REGISTERED AGENT: -

FIDUCIARY SERVICE CORPORATION

By: -

.....
G. Grahame Bollers, Director

License Number: - 22 RA 1998

WITNESSED BY: -

Signature: 

Name: Dionne Thomas

Address: Level Gardens

A resident of St. Vincent & the Grenadines

On the 12th day of November, 2008