

F9600000409

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PRESTICE HALL  
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96 JAN -5 AM 8:08

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 789448 4612050

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 70.00

ORDER DATE : January 2, 1996

ORDER TIME : 4:32 PM

ORDER NO. : 789448

700001679547

CUSTOMER NO: 4612050

W96-325

CUSTOMER: Jill R. Nikoloff, Esq  
Rivkin Radler & Kremer  
Eab Plaza  
14th Floor  
Uniondale, NY 11556-0111

FOREIGN FILINGS

NAME: A.P. PRODUCTS

*CORP.*

XXX PROFIT  
       NON-PROFIT

XXX CORPORATE  
       LIMITED PARTNERSHIP

XXX QUALIFICATION

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*WTH*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HARRY DAVIS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED

96 JAN 24 PM 12:09

DIVISION OF CORPORATIONS

January 5, 1996

CSC

RESUB  
1/24

SUBJECT: A.P. PRODUCTS LTD.  
Ref. Number: W96000000325

We have received your document(s) in this office, however, the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

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 (904) 487-6094.

Doug Dickinson  
Document Specialist

Letter Number: 696A00000560

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**RESOLUTION OF BOARD OF DIRECTORS**

The undersigned, Brian K. Marks, does hereby certify that the following resolution of the Board of Directors of A.P. Products Ltd., a corporation duly organized and existing under the laws of the State of New York, was duly adopted as of January 1, 1996:

RESOLVED, that A.P. Products Ltd., organized and existing in the State of New York, hereby adopts the name African Pride Co. for use in Florida.

Date: January 10, 1996

  
BRIAN K. MARKS, Sole Director

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:**

1. A.P. Productall Corp.  
(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. New York  
(State or country under the law of which it is incorporated)
3. 13-3861826  
(FEI number, if applicable)
4. 12/4/95  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/96  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.))
7. 145 Huguenot Street  
New Rochelle, NY 10801  
(Current mailing address)
8. To market and sell hair care and affiliated beauty products.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:  
The Prentice-Hall Corporation  
Name: System, Inc.  
Office Address: 1201 Hays Street, Suite 105  
Tallahassee, 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.*

The Prentice-Hall Corporation System, Inc.  
By: Jamie Hall  
(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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS


Chairman: Brian K. Marks  
Address: 145 Huguenot Street  
New Rochelle, NY 10801  
Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
Director: \_\_\_\_\_  
Address: \_\_\_\_\_

B. OFFICERS

President: Brian K. Marks  
Address: 145 Huguenot Street  
New Rochelle, NY 10801  
Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_  
Secretary: Brian K. Marks  
Address: 145 Huguenot Street  
New Rochelle, NY 10801  
Treasurer: \_\_\_\_\_  
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.

Brian K. Marks, President

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

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**State of New York  
Department of State**

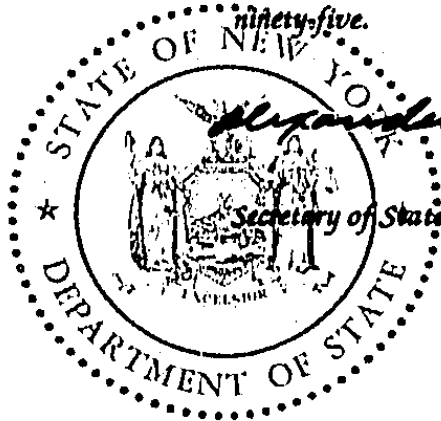
ss:

I hereby certify, that the certificate of incorporation of A.P. PRODUCTS LTD. was filed on 12/04/1995, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

\*\*\*

Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 18th day of December  
one thousand nine hundred and

ninety-five.



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