

F98000001658

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

000002466520--0
 -03/24/98--01060--021
 *****70.00 *****70.00

CORPORATION(S) NAME

Vanishing Point, Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up

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 98 MAR 24 PM 12:26

MAR 24 1998

Thanks, Jeff

mtm
3/24

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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. Vanishing Point, 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
(State or country under the law of which it is incorporated)

3. 06-1471850
(FEI number, if applicable)

4. January 2, 1997
(Date of incorporation)

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

6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 225 Hillsborough Street, Ste.150, Attn: Mark C. King, Raleigh, North Carolina 27603
(Current mailing address)

8. See Exhibit A attached hereto and incorporated herein.
(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:

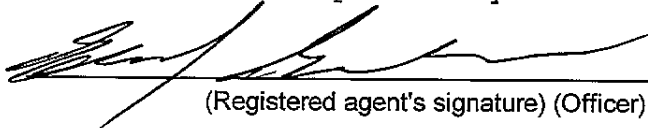
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

EDWARD MYSDALLA
Assistant Vice President
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Halley S. Faust

Address: c/o Jerome Capital LLC, 5 Timrod Lane
West Hartford, Connecticut 06107

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Mark C. King, Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark C. King, Secretary
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business In Florida

**Directors of
Vanishing Point, Inc.**

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1. Halley S. Faust
c/o Jerome Capital LLC, 5 Timrod Lane
West Hartford, Connecticut 06107
 2. Deborah S. Matson
800 Cottage Grove Road, Ste 212
Bloomfield, Connecticut 06002
 3. Annette Golden
225 Hillsborough Street, Ste.150
Raleigh, North Carolina 27603
 4. Melisse Shaban
225 Hillsborough Street, Ste.150
Raleigh, North Carolina 27603

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Vanishing Point, Inc.**

1. Mark C. King, Secretary and Chief Financial Officer
225 Hillsborough Street, Ste.150
Raleigh, North Carolina 27603
2. Melisse Shaban, President and Chief Executive Officer
225 Hillsborough Street, Ste.150
Raleigh, North Carolina 27603
3. John P. Owen, Chief Operating Officer
350 fifth Avenue #706
New York City, New York 10118

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EXHIBIT A

To provide cosmetic and beauty services and goods, including without limitation, hair removal, facials and other services, and sales of related products and goods. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the Florida Business Corporation Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.

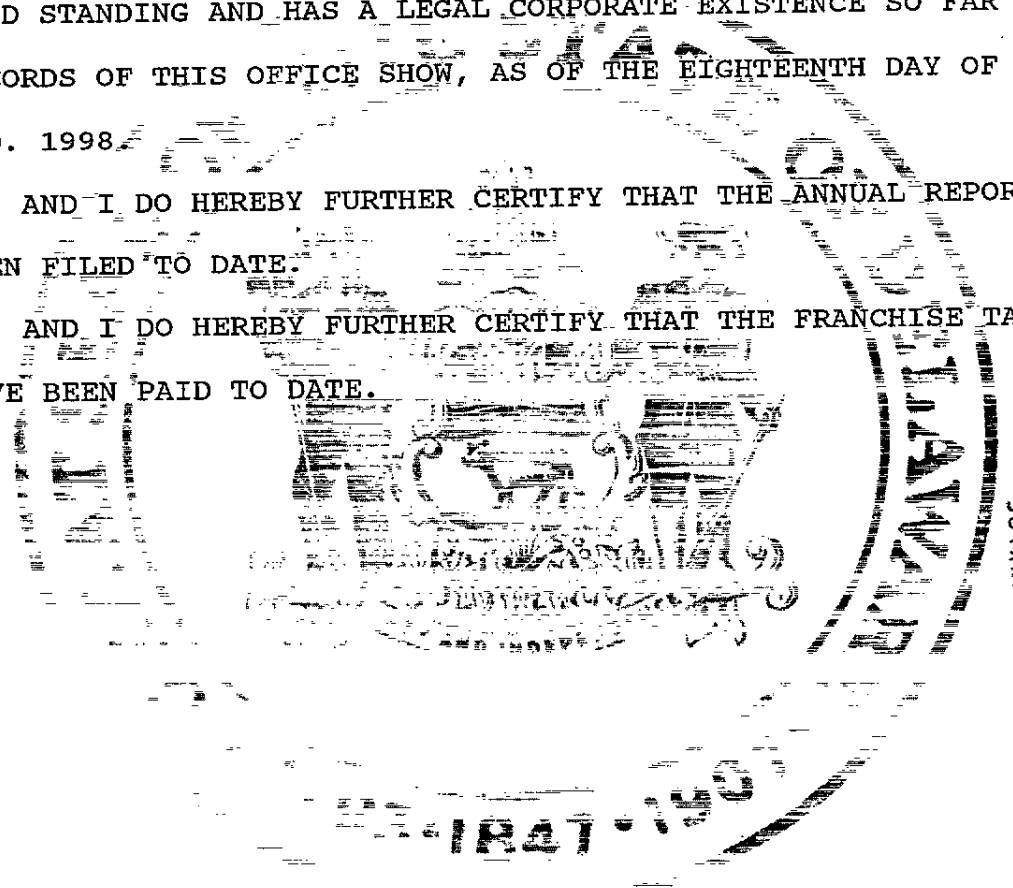
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VANISHING POINT, 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 EIGHTEENTH DAY OF MARCH, A.D. 1998.

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

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



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

8978564

DATE:

03-18-98

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