



THE UNITED STATES
CORPORATION
COMPANY

F98000002399

ACCOUNT NO. : 072100000032

REFERENCE : 795044 4331295

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : April 24, 1998

ORDER TIME : 9:48 AM

ORDER NO. : 795044-035

CUSTOMER NO: 4331295

CUSTOMER: Ms. Belinda Beeghly
The Estee Lauder Companies
767 Fifth Avenue
42nd Floor
New York, NY 10153

000002500810--3

FOREIGN FILINGS

W98-9303

NAME: MAKE-UP ART COSMETICS 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: Christopher Smith

RECEIVED
93 APR 27 1998
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 27 PM 5:02

W98-365



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

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98 APR 28 AM 9:56

DIVISION OF CORPORATION

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98 APR 27 PM 5:02

April 27, 1998

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: MAKE-UP ART COSMETICS INC.
Ref. Number: W98000009303

We have received your document(s) in this office, however, a copy of 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.

If this corporation is related to the limited liability company that we have on record, please submit a letter stating so.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 598A00022597

Conflicting name was withdrawn yesterday.

**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. Make-Up Art Cosmetics 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. 11-3344805
(FEI number, if applicable)
4. September 26, 1996
(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 817.155, F.S.))
7. 7 Corporate Center Drive
Melville, NY 11747-3166
(Current mailing address)
8. See attached business rider.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street
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.

Vicki Schreder Asst. V.P.
(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: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

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 Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Spencer G. Smul, Assistant Secretary

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

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Business Rider

Make-Up Art Cosmetics Inc.

To produce, distribute, purchase, market and sell cosmetics of any kind and any products or services related thereto, to license intangibles related thereto, and to engage in all transactions reasonably necessary or incidental thereto.

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Make-Up Art Cosmetics Inc.**DIRECTORS**

<u>Name</u>	<u>Address</u>
Robert J. Bigler	767 Fifth Avenue New York, NY 10153
Fred H. Langhammer	767 Fifth Avenue New York, NY 10153
William P. Lauder	767 Fifth Avenue New York, NY 10153
Saul H. Magram	767 Fifth Avenue New York, NY 10153

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OFFICERS

<u>Name</u>	<u>Office(s)</u>	<u>Address</u>
Fred H. Langhammer	President	767 Fifth Avenue New York, NY 10153
Robert J. Bigler	Senior Vice President and Chief Financial Officer	767 Fifth Avenue New York, NY 10153
Saul H. Magram	Senior Vice President, General Counsel and Secretary	767 Fifth Avenue New York, NY 10153
Andris Anuzis	Vice President and Treasurer	767 Fifth Avenue New York, NY 10153
Thomas A. Bond	Vice President, Finance	233 Carlton Street, Suite 201 Toronto, Ontario, M5A2L2 Canada
Gerald Z. Gibian	Vice President - Tax and Real Estate	767 Fifth Avenue New York, NY 10153
Richard W. Kunes	Vice President - Financial Administration and and Corporate Controller	767 Fifth Avenue New York, NY 10153
Judith M. Mann	Assistant Secretary	767 Fifth Avenue New York, NY 10153
George H. Martini	Assistant Secretary	767 Fifth Avenue New York, NY 10153
Lesley Moradian	Assistant Secretary	767 Fifth Avenue New York, NY 10153
James Porretto	Assistant Secretary	7 Corporate Center Drive Melville, NY 11747-3166
Lee Puccini	Assistant Secretary	767 Fifth Avenue New York, NY 10153
Spencer G. Smul	Assistant Secretary	767 Fifth Avenue New York, NY 10153

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAKE-UP ART COSMETICS 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 TWENTY-FOURTH DAY OF APRIL, 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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9045773
04-24-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: