

Michael L. Crofts, P.A.

Attorney At Law

453 Twisting Pine Circle • Longwood, FL 32779
407-682-1043 • 407-682-6436 Fax

LD2000022479

August 14, 2002

Florida Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

8/28 FLCC

900007419929--1
-08/29/02--01025--003
***125.00 ***125.00

Dear Sir or Madam:

Enclosed please find a set of Articles or Organization for filing for a new Florida Limited Liability Company, together with a check for \$125 for the filing fee and registered agent fee, payable to the Department of State, Division of Corporations.

NJH

Also enclosed is a copy to be stamped and returned to me in the enclosed pre-addressed (postage prepaid) envelope.

Thank you for your assistance, and please feel free to call if you have any questions or comments.

Sincerely,

Michael L. Crofts

Michael L. Crofts
Attorney at Law

Enclosures (4)

FILED
02 AUG 28 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 19, 2002

MICHAEL L. CROFTS
453 TWISTING PINE CIRCLE
LONGWOOD, FL 32779

SUBJECT: LIPSTICK, LLC
Ref. Number: W02000023974

We have received your document for LIPSTICK, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$125.00.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 002A00048746

ARTICLES OF ORGANIZATION OF LIPSTICK, LLC

The undersigned certifies that she has associated for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Lipstick, LLC, and its principal office shall be located at 216 Fallen Palm Drive, Casselberry, FL 32707 and whose mailing address is P. O. Box 917332, Longwood, FL 32791-4048, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or

FILED
AUG 28 AM 9:08
CLERK OF THE STATE
TALLAHASSEE FLORIDA

corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names

and addresses are as follows: Linda S. Camp, Managing Member, 216 Fallen Palm Drive, Casselberry, FL 32707.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

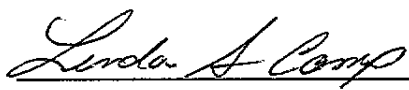
ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 216 Fallen Palm Drive, Casselberry, FL, and the name of the company's initial registered agent at that address is Linda S. Camp.

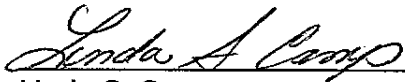
The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Lipstick, LLC.

Executed by the undersigned at Longwood, Florida, on August 5, 2002.



Linda S. Camp

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position of registered agent as provided in Chapter 608, F. S.


Linda S. Camp