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LIMITED LIABILITY COMPANY

NOUVEAU COSMECEUTICALS, LLC

Certificate of Status	0
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Page Count	04
Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION
OF NOUVEAU COSMECEUTICALS, LLC**

The undersigned certify that we have associated ourselves together 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 NOUVEAU COSMECEUTICALS, LLC, and its principal office shall be located at 6655 Sparta Road, Sebring, Florida 33875, 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 manufacture and distribute skin care products, and, 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.
2. To engage in any activity or business authorized under the Florida Statutes.
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 permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or 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.

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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/MANAGEMENT

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 Operating Agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

CLASSES OF MEMBERSHIP

There shall be "Class A Members" and "Class B Members". Each Class may have different rights and duties as may be further specified in the Operating Agreement. Class A Members shall have the exclusive right to manage the affairs of the Company and shall constitute the voting shares of the Company. Class B Members shall constitute non-voting shares of the Company, and shall have no management rights.

ARTICLE V

MANAGEMENT

This limited liability company shall be managed by Class A Members who shall have the full, exclusive, and complete discretion, power, and authority in all cases to manage, control, administer, and operate the business and affairs of the Company for the purposes herein stated and to make all decisions concerning its business and affairs.

Pursuant to Section 608.4235 of the Florida Limited Company Act, Class B members shall not be an agent of the Company solely by virtue of being a member.

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ARTICLE VI

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.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all Class A members.

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

ARTICLE VII

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits proportionate with ownership of the Company or as may be specified in the Operating Agreement or as otherwise directed by the management. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, or as may otherwise be directed in writing by the management.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in accordance with their previous proportionate distributive share of the profits, if any, or their proportionate share of ownership of the Company, if no prior distributions have occurred.

ARTICLE VIII

DURATION

This limited liability company shall exist for a period of thirty (30) years or until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 6655 Sparta Road, Sebring, Florida 33875, and the name of the company's initial registered agent at that address is Michael Fitch.

The undersigned, being the original members of the limited liability company, certify that

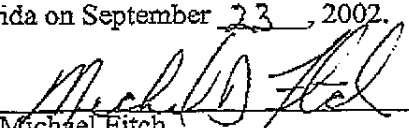
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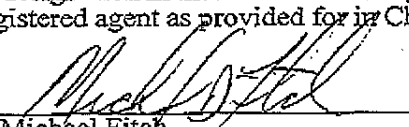
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this instrument constitutes the proposed Articles of Organization of NOUVEAU COSMECEUTICALS, LLC.

Executed by the undersigned at Sebring, Florida on September 23, 2002.


Michael Fitch**ACCEPTANCE AS REGISTERED AGENT**

I, Michael Fitch, hereby agree to accept the appointment as registered agent of NOUVEAU COSMECEUTICALS, LLC in accordance with such designation in these Articles of Organization. I am familiar with and accept the obligations of a registered agent as provided for in Chapter 608, Florida Statutes.


Michael FitchSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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