Florida Department of State

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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

Account Number: 120010000038
Phone: (561)997-9223

Fax Number : (561)997-6224

LIMITED LIABILITY COMPANY

SHARON B USA, LLC

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\$155.00

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ARTICLES OF ORGANIZATION

OF

SHARON B USA, LLC

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. NAME

The name of the limited liability company is SHARON B USA, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the limited liability company is 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431.

The street address of the initial registered office of the limited liability company is 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431, and the name of the initial registered agent of the limited liability company at that address is HCRM Corp.

ARTICLE III. MANAGEMENT

The Company shall be managed by its members according to the Operating Agreement of the Company and Fabulous Colours USA, Inc., Sasha Kaminik and Galina Malerman shall be the initial members.

ARTICLE IV. PURPOSE: TERM OF EXISTENCE

The purpose of the Company is to engage in any activity or business permitted under the laws of the United States or of the State of Florida. This limited liability company is to exist perpetually.

Andrew M. Gross, Authorized Representative

Signature of a member or authorized representative of a member. (In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the parallies of perjury that the facts stated herein are true.)

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CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- I. The name of the limited liability company is Sharon B, LLC
- The name and address of the registered agent and office is:

HCRM Corp. 2200 Corporate Boulevard N.W. Suite 401 Boca Raton, Florida 33431

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

HCRM CORP., Florida corporation

Andrew M. Gross, Vice President

May 15 2003

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