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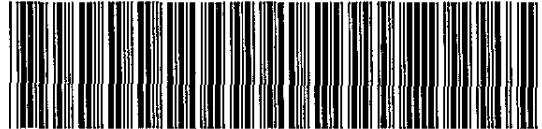
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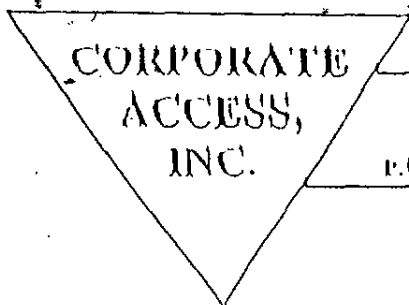
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DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

#155-00



236 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) (950) 222-2866 or (800) 969-1666 Fax (950) 222-1666

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☒ CERTIFIED COPY

LOS

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☒ PHOTO LLC

1.) Newbeauty Holdings, LLC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

**Articles of Organization
of
NEWBEAUTY HOLDINGS, LLC**

The undersigned authorized representative hereby forms a limited liability company under the laws of the State of Florida:

ARTICLE I. COMPANY NAME

The name of this Company is:

NEWBEAUTY HOLDINGS, LLC

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

3731 NW 8th Avenue
Boca Raton, Florida 33431

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

3731 NW 8th Avenue
Boca Raton, Florida 33431

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

KTG&S Registered Agent Corporation
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

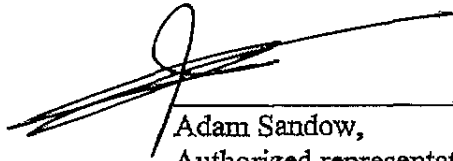
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ARTICLE V. MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Articles of Organization as of the 15 day of November, 2004.

AUTHORIZED REPRESENTATIVE:

A handwritten signature in black ink, appearing to read 'Adam Sandow', is written over a horizontal line.

Adam Sandow,
Authorized representative

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Statutes:

Having been appointed registered agent of NEWBEAUTY HOLDINGS, LLC, in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S REGISTERED AGENT CORP.

By: _____


Keith J. Blum, Esq.
Vice President

Dated: 11/16/04, 2004