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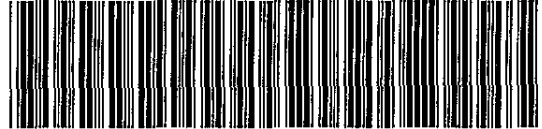
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Martin W. Lester
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August 2, 2005

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Organization for Naylor Cosmetics, LLC

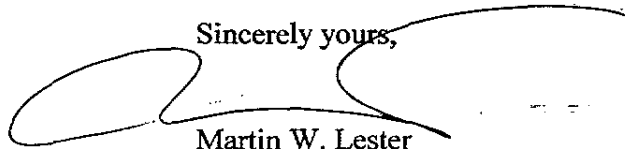
Dear Sir or Madam:

Enclosed for filing please find the Articles of Organization for Naylor Cosmetics, LLC, together with the \$125.00 filing fee. Please return a letter of acknowledgment, two stamped copy of the Articles (copies enclosed), and any other necessary correspondence to the following:

Martin W. Lester, Esq.
Ketchel & Lester
A Partnership of Professional Organizations
4 Eleventh Avenue, Suite 2B
Shalimar, FL 32579
(850) 651-5508

A self-addressed stamped envelope is enclosed for your use.

Sincerely yours,



Martin W. Lester

cc: Leah and Mende Naylor
1013 Freeport Court
Mary Esther, FL 32569

**ARTICLES OF ORGANIZATION OF
NAYLOR COSMETICS, LLC**

ARTICLE I

Name

The name of the Limited Liability Company ("Company") is Naylor Cosmetics, LLC.

ARTICLE II

Address

The mailing and street address of the Company's principal office is:

Principal Office Address:
1013 Freeport Court
Mary Esther, FL 32569

Mailing Address:
1013 Freeport Court
Mary Esther, FL 32569

ARTICLE III

Duration

The Company shall have perpetual existence commencing upon filing of these Articles of Organization.

ARTICLE IV

Registered Agent and Office

The name of Company's initial registered agent in Florida is Mende Naylor. The address of Company's registered office in Florida is 1013 Freeport Court, Mary Esther, FL 32569.

Having been named as registered agent and to accept service of process for the above-named 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 as registered agent as provided for in Chapter 608, Florida Statutes.

Mende Naylor

Registered Agent's Signature

08/02/05 07:36

ARTICLE V
Management

The name and address of each Managing Member is identified as follows:

1. Mende Naylor, 1013 Freeport Court, Mary Esther, FL 32569
2. Leah Naylor, 1013 Freeport Court, Mary Esther, FL 32569

ARTICLE VI
Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII
Continuation of Business

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VIII
Additional Provisions

The power to adopt, alter, amend, or repeal these Articles of Organization or the Regulations of the Company is vested entirely in the managers listed in Article V above.

IN WITNESS WHEREOF, these Articles of Organization have been executed on this 2 day of August, 2005, at Los Angeles, California.

Mende Naylor, Leah Naylor
Signature of a member or authorized representative of a member

In accordance with sec. 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Mende Naylor, Leah Naylor
Typed or printed name of signee