

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L07000021003
FILED 8:00 AM
February 23, 2007
Sec. Of State
Isellers

Article I

The name of the Limited Liability Company is:

LIPS BY BILLIE LLC

Article II

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

6822 MERGANSER DRIVE
ORLANDO, FL. 32810

The mailing address of the Limited Liability Company is:

6822 MERGANSER DRIVE
ORLANDO, FL. 32810

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

SOPHISTICATED LADY COSMETICS INC.
6822 MERGANSER DRIVE
ORLANDO, FL. 32810

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 as registered agent.

Registered Agent Signature: CANDICE A SMITH

Article V

The name and address of managing members/managers are:

Title: MGR
SOPHISTICATED LADY COSMETICS INC.
6822 MERGANSER DRIVE
ORLANDO, FL. 32810 US

Title: MGR
CANDICE A SMITH
6822 MERGANSER DRIVE
ORLANDO, FL. 32810 US

Title: MGR
WILLIAM C JONES
616 CORAL GLEN LOOP SUITES 102
ALTAMONTE SPRINGS, FL. 32714 US

Article VI

The effective date for this Limited Liability Company shall be:

02/23/2007

Signature of member or an authorized representative of a member

Signature: CANDICE A SMITH

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