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To:

Division of Corporations
Fax Number : (850)205-0383

From: Nery C. Toledo, Legal Assistant

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
Fax Number : (305)374-5095

DEAR FILING OFFICER: PLEASE FILE THE ATTACHED DOCUMENT WITH AN EFFECTIVE FILING DATE OF TODAY, JUNE 28, 2001. THANK YOU. NERY C. TOLEDO, LEGAL ASSISTANT

LIMITED LIABILITY AMENDMENT

STEINER MANAGEMENT SERVICES, LLC.

Certificate of Status	0
Certified Copy	1
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
STEINER MANAGEMENT SERVICES, LLC,
a Florida Limited Liability Company**

The undersigned, as a member owning a majority of the membership interests of Steiner Management Services, LLC (the "Company"), pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, hereby amends and restates its Articles of Organization which were originally filed on November 8, 1996 and amended on September 21, 1999. The Articles of Organization are amended and restated as follows:

**ARTICLE I
NAME**

The name of the Company is: **Steiner Management Services, LLC**

**ARTICLE II
ADDRESS**

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

770 South Dixie Highway, Suite 200
Coral Gables, FL 33146

**ARTICLE III
DURATION**

The period of duration for the Company shall be perpetual, until terminated in accordance with applicable law.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by its members, the names and addresses of which are:

Steiner U.S. Holdings, Inc.
770 South Dixie Highway, Suite 200
Coral Gables, FL 33146

Steiner Beauty Products, Inc.
5600 NW 12 Avenue, Suite 303
Ft. Lauderdale, FL 33309

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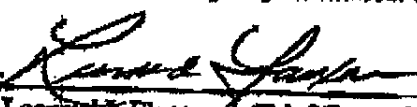
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**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the Company's registered agent is 770 South Dixie Highway, Suite 200 Coral Gables, FL 33146. The name of the Company's registered agent at that office is Carl S. St. Philip, Jr.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization this 28th day of June, 2001.

**STEINER U.S. HOLDINGS, INC., a Florida
corporation and a majority-in-interest member**

By: 
Leonard I. Fluxman, Chief Executive Officer

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Sections 608.407 and 608.415 of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **STEINER MANAGEMENT SERVICES, LLC**, a Florida limited liability company (the "Company"), in the Company's amended and restated articles of organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's amended and restated articles of organization, the undersigned 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 the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 20th day of JUNE, 2001.



Carl S. St. Philip, Jr.

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