

2<sup>nd</sup> and File on or before Sept. 29, 1999 or Limited Liability Company  
FINAL NOTICE: will be dissolved.

LIMITED LIABILITY COMPANY ANNUAL REPORT <b>2000</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		<del>NOAVIE COSMETICS</del> <b>NOAVIE COSMECEUTICALS, L.C.</b> 9930 NW 25 Street MIAMI, FL 33172 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE</b> \$ 588.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee Make Check Payable To: <b>FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT #</b> L98000001687 <b>NOAVIE U.S.A. INTERNATIONAL DISTRIBUTORS,</b> <b>L.C.</b> <del>3200 S.W. 60TH COURT, STE 302</del> <del>MIAMI FL 33155</del>		1a. Principal Place of Business Address <b>9930 NW 25 Street</b> <b>MIAMI FL 33172</b>			
2. Principal Place of Business <b>9930 NW 25 Street</b> Suite, Apt. #, etc. <b>N/A</b> City & State <b>MIAMI FL</b> Zip <b>33172</b> Country <b>MIAMI-DADE</b>		2a. Mailing Address <b>9930 NW 25 Street</b> Suite, Apt. #, etc. <b>N/A</b> City & State <b>MIAMI FL</b> Zip <b>33172</b> Country <b>MIAMI-DADE</b>		3. Date Organized or Qualified <b>09/02/1998</b> 3a. State of Formation <b>FL</b> 4. FEI Number <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 5. Date of Last Report 6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent <b>FIELDSTONE, RONALD R</b> <b>200 SOUTH BISCAYNE BLVD., SUITE 2100</b> <b>MIAMI FL 33131</b>		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>FL</b> Zip Code			
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations. SIGNATURE _____ DATE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	<b>PABLO CABALLERO</b>	<b>9930 NW 25 Street</b>		<b>MIAMI, FL 33172</b>	
NAME CHANGE	<b>&gt; NOAVIE COSMECEUTICALS, L.C. P.C.</b>			<b>0000003285440--8</b> <b>-06/12/00--01119--012</b> <b>*****50.00 *****50.00</b>	
	<b>Filing For year</b>	<b>2000 P.C.</b>			
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address. <b>SIGNATURE:</b> <i>Pablo Caballero</i> SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date: <b>4-22-00</b> Daytime Phone #					