

M05000002063

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

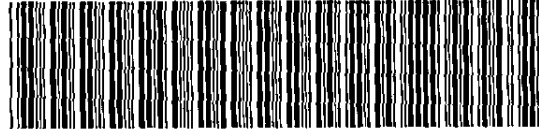
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 318354 4331295
AUTHORIZATION : *Patricia Pigitt*
COST LIMIT : \$ 125.00

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05 APR 20 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 15, 2005

ORDER TIME : 2:26 PM

ORDER NO. : 318354-040

CUSTOMER NO: 4331295

CUSTOMER: Ms. Patricia E. Donnelly
The Estee Lauder Companies
40th Floor
767 Fifth Avenue
New York, NY 10153

FOREIGN FILINGS

NAME: DARPHIN LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

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 TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
 TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. DARPHIN LLC
 (Name of Foreign Limited Liability Company)

2. DE 3. 01-0816886.
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 6/23/04 5. PERPETUAL
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 5/2/05
 (Date first transacted business in Florida, if prior to registration.)
 (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 767 FIFTH AVE.
NEW YORK, NY 10153
 (Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

SEE ATTACHED LIST

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

SEE ATTACHED BUSINESS RIDER

Robin S. Elowitz
 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
 ROBIN S. ELKOWITZ, ASSISTANT SECRETARY

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

DARPHIN LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

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 as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

By: 

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

BUSINESS RIDER

DARPHIN LLC

To sell personal care products including skin care, make-up, toothpaste and hair care products and fragrance of any kind and any products or services related thereto, to provide services incidental to the foregoing, and to engage in all transactions reasonably necessary or incidental thereto.

Officers, Board of Managers Report**Darphin LLC****OFFICERS**

Daniel J. Brestle	Chief Operating Officer	767 Fifth Avenue, New York, NY 10153
Patrick Housquet-Chavanne	Group President	767 Fifth Avenue, New York, NY 10153
Andre Benet	President	767 Fifth Avenue, New York, NY 10153
Richard W. Kunes	Executive Vice President and Chief Financial Officer	767 Fifth Avenue, New York, NY 10153
Sara E. Moss	Executive Vice President, General Counsel and Secretary	767 Fifth Avenue, New York, NY 10153
Andrew J. Cavanaugh	Senior Vice President - Global Human Resources	767 Fifth Avenue, New York, NY 10153
Frank L. Doyle	Senior Vice President - Corporate Controller	767 Fifth Avenue, New York, NY 10153
Jean Marc Benet	Vice President	767 Fifth Avenue, New York, NY 10153
Spencer G. Smul	Vice President, Deputy General Counsel and Assistant Secretary	767 Fifth Avenue, New York, NY 10153
Terence R. Stack	Vice President and Treasurer	767 Fifth Avenue, New York, NY 10153
Raymond Gwydir	Staff Vice President - Corporate Tax Services	767 Fifth Avenue, New York, NY 10153
Gerald Z. Gibian	Corporate Vice President of Taxes, Real Estate & Customs	767 Fifth Avenue, New York, NY 10153
Lisa Cappell	Assistant Secretary	767 Fifth Avenue, New York, NY 10153
Robin S. Elkowitz	Assistant Secretary	767 Fifth Avenue, New York, NY 10153
James Schwecherl	Assistant Secretary	767 Fifth Avenue, New York, NY 10153

MANAGERS

Daniel J. Brestle	Member of the Board of Managers	767 Fifth Avenue, New York, NY 10153
Richard W. Kunes	Member of the Board of Managers	767 Fifth Avenue, New York, NY 10153
Sara E. Moss	Member of the Board of Managers	767 Fifth Avenue, New York, NY 10153

Delaware

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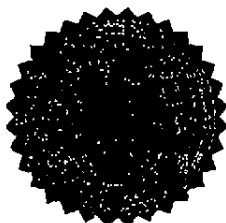
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DARPHIN LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DARPHIN LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



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050318350

*Harriet Smith Windsor*Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3823781

DATE: 04-20-05