

M05000003744

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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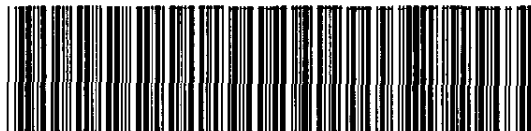
(Business Entity Name)

(Document Number)

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CORPORATION SERVICE COMPANY

File 2 nd

ACCOUNT NO. : 072100000032

REFERENCE : 467690 4331295

AUTHORIZATION :

Patricia Pajaro

COST LIMIT : \$ 125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 6, 2005

ORDER TIME : 9:36 AM

ORDER NO. : 467690-015

CUSTOMER NO: 4331295

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

FOREIGN FILINGS

NAME: CLINIQUE SERVICES LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: DEBBIE SKIPPER

EXAMINER: _____

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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION
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. Clinique Services LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. 10/27/1988
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(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 Avenue
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 Schedule

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. Elkowitz
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:

Clinique Services 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:

Deborah D. Skipper

(Signature)

Deborah D. Skipper
Asst. V. Pres.

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

Clinique Services LLC

Board of Managers and Officers Schedule

DIRECTORS

Richard W. Kunes
Sara E. Moss
Philip Shearer

Member of the Board of Managers
Member of the Board of Managers
Member of the Board of Managers

OFFICERS

Philip Shearer
Richard W. Kunes
Sara E. Moss
Frank L. Doyle
Kim Fiore
John Brown
Teri Deering
Kris Welty Howard
Gail Komst
Marilu Marshall
George H. Martini
Spencer G. Smul
Terence R. Stack
Gerald Z. Gibian
Raymond Gwydir
James Schwecherl
Lisa Cappell
Robin S. Elkowitz

President and Group President
Executive Vice President and Chief Financial Officer
Executive Vice President, Chief Counsel and Secretary
Senior Vice President - Corporate Controller
Senior Vice President - National Sales Manager
Vice President - Regional Sales
Vice President - Regional Sales
Vice President - Regional Sales
Vice President - Regional Sales
Vice President, Human Resources - North America
Vice President and Deputy General Counsel
Vice President, Deputy General Counsel and Assistant Secretary
Vice President and Treasurer
Corporate Vice President of Taxes, Real Estate & Customs
Staff Vice President - Corporate Tax Services
Assistant Secretary
Assistant Secretary
Assistant Secretary

Business Rider

Clinique Services LLC

To produce, distribute, purchase, market and sell cosmetics and hair care products 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.

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLINIQUE SERVICES 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 FIFTH DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CLINIQUE SERVICES LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1988.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3998985

DATE: 07-05-05