
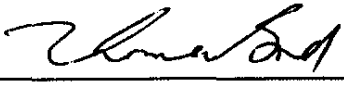


**FILE NOW: Fee after May 1, will be \$588.75**

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company		<b>DOCUMENT #M96000000365</b>  <b>MAKE-UP ART COSMETICS LLC</b> <del>P.O. BOX 781 125 PINELAWN ROAD</del> <del>BUFFALO NY 14240-0876</del> <b>MELVILLE, NY</b> <b>11747</b>			
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.		1a. Principal Place of Business Address <del>P.O. BOX 781 125 PINELAWN RD</del> <del>BUFFALO NY 14240</del> <b>MELVILLE</b> <b>NY 11747</b>			
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		09/24/1996	
City & State		City & State		4. FEI Number	
Zip		Zip		11-3248059	
Country		Country		5. Date of Last Report	
				6. Certificate of Status Desired	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				6. Certificate of Status Desired \$6.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM <del>% CT CORPORATION SYSTEM</del> 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				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	
MGRM	ACT INVESTMENT, INC.	1209 ORANGE ST., #123		WILMINGTON DE	
MGRM	ACT INVESTMENT (DELAWARE)	1209 ORANGE ST., #123		WILMINGTON DE	
MGRM	THE ESTEE LAUDER COM,	125 PINELAWN ROAD		MELVILLE NY	
400002097034--5 -02/25/97--01110--017 ****203.75 ****203.75					
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), 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.					
SIGNATURE:  <b>THOMAS BOND</b> 02/04/97 416.924.0598					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #					