

**Electronic Articles of Incorporation
For**

N10000001125
FILED
February 03, 2010
Sec. Of State
epeterson

PROJECT LIPSTICK INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PROJECT LIPSTICK INC.

Article II

The principal place of business address:

4310 PABLO OAKS COURT
JACKSONVILLE, FL. 32224

The mailing address of the corporation is:

20 WEST 64TH STREET
STE. 25-E
NEW YORK, NY. 10023

Article III

The specific purpose for which this corporation is organized is:

PROJECT LIPSTICK IS A NON-PROFIT ORGANIZATION THAT COLLECTS
AND DISTRIBUTES BEAUTY PRODUCTS TO WOMENS' SHELTERS IN
CONJUNCTION TO PROVIDING TOTAL MIND AND BODY MAKE-OVERS TO
ASSIST IN SELF-ESTEEM DEVELOPMENT AND CAREER PLACEMENT.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

The name and Florida street address of the registered agent is:

LYFE MANAGEMENT GROUP, INC.
11825 ISLAND LAKES LANE
BOCA RATON, FL. 33498

I certify that I am familiar with and accept the responsibilities of registered agent.

N10000001125
FILED
February 03, 2010
Sec. Of State
epeterson

Registered Agent Signature: JULIEN WRAY

Article VI

The name and address of the incorporator is:

JULIEN WRAY
P.O. BOX 824114

SOUTH FLORIDA, FL 33082

Incorporator Signature: JULIEN WRAY

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P/ED
BREANNA MARIE SAGE
20 WEST 64TH STREET, STE. 25-E
NEW YORK, NY. 10023

Title: CP
BEVERLY CROCKER
20 WEST 64TH STREET, STE. 25-E
NEW YORK, NY. 10023

Title: B
JUDITH COFFMAN
20 WEST 64TH STREET, STE. 25-E
NEW YORK, NY. 10023

Title: B
GINA LAMM
20 WEST 64TH STREET, STE. 25-E
NEW YORK, NY. 10023

Article VIII

The effective date for this corporation shall be:

02/02/2010