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March 30, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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IN RE: Lady Rider Cosmetics, Inc.

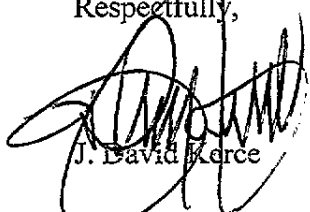
Dear Sir:

Please find the enclosed Articles of Incorporation of Lady Rider Cosmetics, Inc., as well as a Certificate of Designation and Registered Agent and Registered Office. Also enclosed is a check in the amount of \$70, representative of the following:

- A. \$35.00 for filing Articles of Incorporation; and
- B. \$35.00 for filing Certificate of Designation.

If all is in order, please accept the Articles and forward a certificate of filing. If you have any questions, please do not hesitate to contact this office.

Respectfully,



J. David Kerce

IDK:jdt
Enclosures

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00 MAR 10 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burca, APR 13 2000

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LADY RIDER COSMETICS, INC.

ARTICLE I - NAME

The name of this corporation is Lady Rider Cosmetics, Inc..

ARTICLE II - DURATION

This corporation shall exist in perpetuity from the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSES

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock without par value. The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - INITIAL PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is 138 Live Oak Avenue, Daytona Beach, Florida 32114, and the name of the initial registered agent of this corporation at that address is J. David Kerce.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

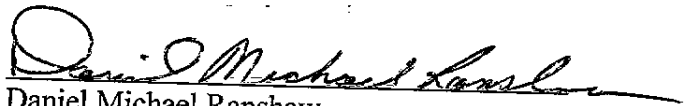
This corporation may have a board of directors, if elected by the shareholders, in which event the number of directors shall be as set by the shareholders from time to time. The corporation shall

initially operate as a close corporation as provided by law. The business of the corporation shall be managed by the shareholders rather than by a board of directors until such time as the shareholders shall by majority vote elect to have a board of directors and set the number thereof, hold nominations and elections to fill such positions, and such board of directors is elected and qualified to fill said positions.

ARTICLE VII - INCORPORATION

The name and address of the person signing these Articles of Incorporation is Daniel Michael Ranshaw, 3374 Relay Road, Ormond Beach, Florida 32174.

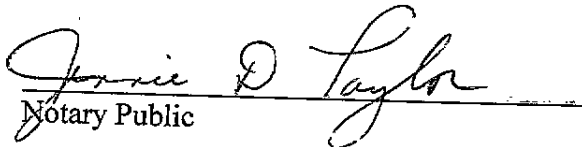
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of ^{April} ~~March~~, 2000.


Daniel Michael Ranshaw

STATE OF FLORIDA
COUNTY OF VOLUSIA

Personally appeared before me DANIEL MICHAEL RANSHAW, who acknowledged before me that he executed the foregoing Articles of Incorporation for the purpose set forth therein.

WITNESS my hand and seal of office at Daytona Beach, Florida, this 4 day of ^{April} ~~March~~, 2000.


Notary Public



JENNIE D TAYLOR
My Commission CC530655
Expires Feb. 06, 2004

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Lady Rider Cosmetics, Inc..
2. The name and address of the registered agent and office is:

J. David Kerce
138 Live Oak Avenue
Daytona Beach, Florida 32114

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE: David Michael Kerce
(corporate officer)

TITLE: President

DATE: April 3, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE: [Signature]
(Registered Agent)

DATE: April 3, 2000