

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-1222 • 1-800-342-8062 • Fax (850) 222-1222

PO6000092068

Kiss 'N Make Up, Inc

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*****78.75 *****78.75

- Art of Inc. File cut
- LTD Partnership File _____
- Foreign Corp. File _____ 09/27/00
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

W-236021

Signature _____

Requested by: LM 9/28 10:02

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

RECEIVED
00 SEP 28 AM 11:08
DIVISION OF CORPORATION

SEP 29 2000

[Handwritten signature]



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 28, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., #1
TALLAHASSEE, FL 32302

SUBJECT: KISS 'N MAKE UP, INC.
Ref. Number: W00000023621

We have received your document for KISS 'N MAKE UP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan
Document Specialist

Letter Number: 600A00051044

Corrected

RECEIVED
00 SEP 29 AM 10:26
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

NEW KISS 'N MAKE UP, INC.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **NEW KISS 'N MAKE UP, INC.** The mailing address and the street address of the initial principal office of this corporation is 1450 Sonata Court, Navarre, Florida 32566.

ARTICLE II

The corporation shall have perpetual existence, beginning September 27, 2000 if these Articles of Incorporation are filed in the Office of the Florida Secretary of State on or before October 4, 2000.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida. Additionally, the general nature of the business or businesses to be transacted shall be:

- (a) To conduct, maintain, operate, and engage in a retail business.
- (b) To own real and personal property, and to use, operate, maintain, remodel, improve, and generally deal with and in the same, and any appurtenances convenient, desirable, or necessary in the conduct and operation of the lawful business of the corporation.

(c) To do all and everything necessary or proper for the accomplishment of the objects and purposes of the corporation, as determined by the corporation's Board of Directors in its discretion and consistent with the laws of the State of Florida, or as necessary or incidental to the protection and benefit of the corporation, and in general to carry out any lawful business, regardless of whether such business is similar in nature to the objects as set forth herein, and in any part of the world, either as principal, agent, contractor, or otherwise, and either alone or in conjunction with any other persons, firm, associations, corporation, or other entities, both within and without the State of Florida, to the same extent as natural persons lawfully might or could do, insofar as acts may be permitted to be done by a corporation organized under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue fifty thousand (50,000) shares of common stock, each share having a par value of Ten Dollars (\$10.00). No shares without nominal or par value shall be issued.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase a pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

The street address of the corporation's initial registered office 125 W. Romana, Suite 800, Pensacola, FL 32501. The name of the corporation's initial registered agent at that office is Gary W. Huston.

ARTICLE VII

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but the number of directors of the corporation shall not be less than one nor more than nine.

ARTICLE VIII

The name and address of the incorporator is Gary W. Huston, 125 W. Romana, Suite 800, Pensacola, FL 32501.

ARTICLE IX

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice given of the changes to be made in accordance with the Bylaws of the corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

ARTICLE X

The power to adopt, alter, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

ARTICLE XI

At each election for directors, every shareholder entitled to vote at such election shall have the right to accumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII

Special meetings of the shareholders may be called by the president and secretary of the corporation, jointly, or by the Board of Directors, or by the holders of not less than thirty percent (30%) of the shares then outstanding.

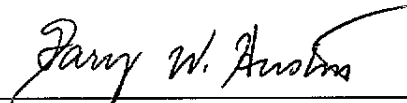
ARTICLE XIII

At any meeting of the stockholders, sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matters shall be the act of the shareholders.

ARTICLE XIV

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on September 27, 2000.



Gary W. Huston, Incorporator

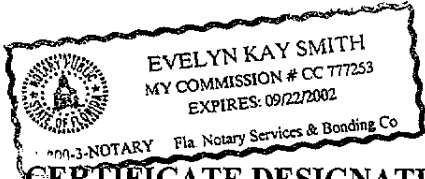
STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27th day of September, 2000,
by Gary W. Huston, who did not take an oath and who:

X (is) are personally known to me.
_____ produced current Florida driver's license as identification.
_____ produced _____ as identification.

Evelyn Kay Smith
Notary Public
Evelyn Kay Smith
Name of Notary Printed
My Commission Expires: _____
Commission Number: _____

(Notary Seal Must Be Affixed)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

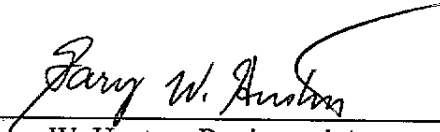
In compliance with Section 607.0501(3), Florida Statutes, the following is submitted: That
Kiss 'N Make Up, Inc., desiring to organize or qualify under the laws of the State of Florida, with its
principal place of business at 1450 Sonata Court, Navarre, Florida 32566, has named Gary W.
Huston, a resident of Santa Rosa County, Florida, whose business street address is 125 W. Romana,
Suite 800, Pensacola, FL 32501, as its agent to accept service of process within Florida.

NEW KISS 'N MAKE UP, INC.

By: Gary W. Huston
Gary W. Huston, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such capacity. I am familiar with, and accept, the obligations of a registered agent and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Gary W. Huston, Registered Agent

FILED
00
MAR 10 2000
TALLAHASSEE, FLORIDA
CLERK OF CIRCUIT COURT