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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

EUROPEAN COSMETIC DISTRIBUTORS, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight JAN 23 2001

This instrument was prepared by
Matt D. Goldman, Esq.
Matt D. Goldman, P.A.
1450 Madruga Avenue
Suite 203
Coral Gables, Florida 33146

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ARTICLES OF INCORPORATION
OF
EUROPEAN COSMETIC DISTRIBUTORS, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME AND PRINCIPAL OFFICE

The name of the Corporation and its principal office is located at:

European Cosmetic Distributors, Inc.
2121 Ponce de Leon Blvd.
Suite 530
Coral Gables, FL 33146

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ARTICLE II. NAME OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of

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corporation is:

Matt D. Goldman, Esq.
Matt D. Goldman, P.A.
1450 Madruga Ave, Suite 203
Coral Gables, FL 33146

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name of the initial directors of this corporation and their street addresses are:

Pedro Ortega
2121 Ponce de Leon Blvd.
Suite 530
Coral Gables, FL 33146

Barbara Ortega
2121 Ponce de Leon Blvd.
Suite 530
Coral Gables, FL 33146

The persons named as initial directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

Matt D. Goldman, Esq.
Matt D. Goldman, P.A.
1450 Madruga Ave, Suite 203
Coral Gables, FL 33146

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ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by at least the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

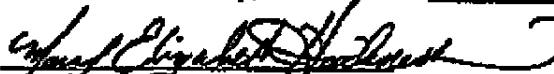
IN WITNESS WHEREOF, the undersigned, as the incorporator, has executed the foregoing Articles of Incorporation as of the 22nd day of January, 2001.

BY: 
Matt D. Goldman, Esq.

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared, Matt D. Goldman, Esq., personally known to be the person described as incorporator and who executed the foregoing Articles of Incorporation for the reasons expressed therein.

WITNESS my hand and seal at Miami-Dade County, Florida this 22nd day of January, 2001.


Mary Elizabeth Harkness
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



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