

TRANSMITTAL LETTER

P01000012647

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 FEB - 1 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT:

KIMANE COSMETICS INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000003623460--7
-02/01/01--01107--012
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

LORNA MYERS

Name (Printed or typed)

500 NORTH CONGRESS AVE, SUITE E109

Address

EFFECTIVE DATE

1-29-01

DELRAY BEACH FL 33445

City, State & Zip

(561) 243-0816

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

2-2-01
WC

ARTICLES OF INCORPORATION
OF
KIMANE COSMETICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the state of Florida, do hereby accept all the rights and privileges, benefits and obligation conferred and imposes by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLES I

NAME

EFFECTIVE DATE

1-29-01

The name of this corporation shall be:

Kimane Cosmetics, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

500 North Congress Ave.

Suite E 109

Delray Beach, FL 33445

ARTICLE III

SHARES

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having no par value.

The consideration to be paid for each share shall be fixed by the Board of Directors for any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or

assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at just valuation to be fixed by the incorporators or the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

All of the issued stock of all classes shall be subject to the following restriction on transfer:

- A) Each shareholder shall offer to the remaining shareholder or to this corporation or to holders of any warrants outstanding, a thirty (30) days "first refusal" option to purchase his stock should he elect to sell his shares of capital stock of this corporation, or upon death of the shareholder.

The shareholders and holders of warrants of the Corporation shall have preemptive right to acquire unissued or treasury shares of capital stock of this Corporation, in proportion to their interest in the outstanding capital of the Corporation.

Upon dissolution or liquidation of the Corporation, the holders of stock shall be entitled to distribution as their holdings may appear upon the stock record of the Corporation.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Lorna Myers
500 N. Congress Ave.
Suite E 109
Delray Beach, FL 33445

ARTICLE V

INCORPORATOR

The name and mailing address of the incorporator is as follows:

Lorna Myers
500 N. Congress Ave.
Suite E 109
Delray Beach, FL 33445

ARTICLE VI

DIRECTORS

The Corporation shall have one director initially, Lorna. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The name and mailing address of the initial Directors who shall hold office until his successor or successors are elected and have qualified are as follows:

Lorna Myers
500 N. Congress Ave.
Suite E 109
Delray Beach, FL 33445

ARTICLE VII

OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Lorna Myers	President	500 N. Congress Ave.
Zena Davis	Vice President	Suite E 109
Kimane McKenzie	Secretary	Delray Beach,
H M Steiger, Jr.	Treasurer	FL 33445

ARTICLE VIII

PURPOSES AND POWERS

This Corporation shall have perpetual existence.

This Corporation has been organized, effective January 29, 2001, for the purpose of engaging in all lawful business permitted to corporation organized under the Florida General Corporation Act, as in effect from time to time.

The Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including but not limited to the following powers:

- A) Do any act in contravention of this Agreement.

- B) Possess the Corporation property or assign the right of the Corporation on specific Corporation property for other than a Corporation purpose.
- C) Make, execute, or deliver any general assignment for the benefit of creditors, any bond, guarantee, indemnity bond or surety bond.
- D) Assign, transfer, pledge, compromise, or release any claims of the Corporation except for full payment, or arbitrate, or consent to the arbitration of any of its disputes or controversies.
- E) Do any of the following without the consent of a majority of the Shareholders:
 - i. Confess a judgment
 - ii. Make, execute, or deliver for the Corporation any bond, mortgage, deed or trust, guarantee, indemnity bond, or surety bond.
 - iii. Make, execute, or deliver any deed, lease, contract to sell all or any part of any Corporate property, or execute any new note or mortgage to renew and extend without increasing any existing note or mortgage without first having obtained the vote or written consent of a majority of the shareholders.
- F) To enter into make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.
- G) To enter into or become a partner in any agreement for sharing profits, union of interest, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.
- H) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world a principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and in any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions of the United States of America and in any foreign countries.

- I) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to extent permitted by the laws of the State of Florida and of United States of America.

ARTICLE IX

AMENDMENTS

This Corporation reserves the rights to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by the Statutes of the State of Florida, and any rights and powers conferred upon the director and shareholders herein are granted subject to this reservation.

ARTICLE X

INITIAL CAPITAL

The amount of the capital with which this Corporation may begin business shall not be less than Five Thousand Dollars (\$5,000.00).

IN WITNESS WHEREOF, the above-named Incorporator, Director and Registered Agent has hereunto subscribed his name, this day 29 of January, 2001.

Incorporator: Lorna Myers
Lorna Myers

Director: Lorna Myers
Lorna Myers

ADL
M620-528-62-690-0
1-1-17-01
E-5-30-07
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

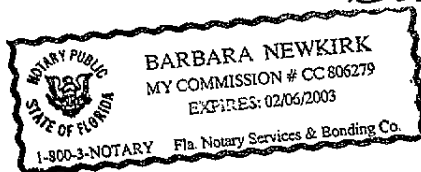
Before me the undersigned authority personally appeared
Lorna Myers

Who is to me well known to be the person described in and who subscribed the foregoing articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 29 day of January, 2001.

My commission expires:

Barbara Newkirk
Notary Public



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:

Kimane Cosmetics, Inc.

2. The name and address of the register agent and office is:

Lorna Myers
500 N. Congress Ave.
Suite E 109
Delray Beach, FL 33445

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACED DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL ATATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.

SIGNATURE

Lorna Myers
Lorna Myers

DATE

Jan 29, 01