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FLORIDA PROFIT CORPORATION OR P.A.

GALENICA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 3, 2001

EMPIRE

SUBJECT: GALENCIA, INC.
REF: W01000007452

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

P.01

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ARTICLES OF INCORPORATION

OF
GALENICA, INC..

We the undersigned incorporate for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the Corporation shall be:

GALENICA, INC.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

This Corporation is organized with the purpose to engage in the transaction of manufacturing and distribution of cosmetics products, etcetera, and all other lawful activities of business permitted under the laws of the — State of Florida and of the United States of America.

ARTICLE IV

The aggregate maximum number of shares which this Corporation shall have authority to issue and have outstanding at anyone time is: 500 at One Dollar each.

ARTICLE V

This Corporation shall begin business with no less than five Hundred Dollars.

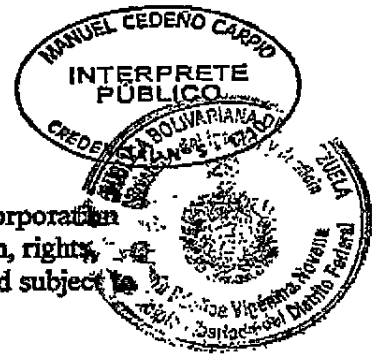
ARTICLE VI

The post office address of the principal office of this Corporation shall be: 454 N.W. 22nd Avenue, Suite 209, Miami, Florida 33125.

ARTICLE VII

The name and address of the initial Registered Office of this Corporation is Maria Gabriela Roman, 100 Bayview Drive, No. 2019, North Miami Beach

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Florida 33160.



ARTICLE VIII

The business of the Corporation shall be managed by a Board of Directors and the number of Directors, no less than one, no more than five and shall be fixed by resolution of the stockholders at regular or special meetings subject to the manner of holding such meetings prescribed by the By-Laws.



ARTICLE IX

The name and post office address of the members of the Board of Director who shall serve as members thereof, are as follow

NAME	OFFICE	ADDRESS
Maria Gabriela Roman	Secretary	100 Bayview Drive, No. 2019 N.Miami Beach, Fla. 33160
Miguel A. Ortiz Jarchenko	President	Quinta Avenida, Los Palos Grandes Caracas, Venezuela.

ARTICLE X

Distribution to Incorporators is as follows:

Maria Gabriela Roman	250 Shares	\$ 250.00 Value
Miguel A. Ortiz Jarchenko	250 Shares	\$ 250.00 Value

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose of the stock



of this Corporation, owned by him, first offer such stock to the remaining stockholders of this Corporation and obtaining their refusal to purchase — same, proceed to sell at the Fair Market Value thereof.

ARTICLE XII

Amendments to the Articles of Incorporation, Merger, Consolidations or Dissolution, shall be approved and submitted to the Stockholders for — Approval 100% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

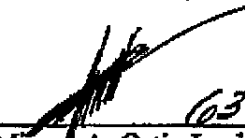
This Corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation. Shall have all the general and additional powers now conferred upon it by the laws and the By-Laws.

In Witness thereof, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this 26th Day of January 2001.



Maria Gabriela Roman-Incorporator

STATE OF FLORIDA)



Miguel A. Ortiz Jarchenko-Incorporator

Before me, the undersigned authority duly authorized to administer oath and take acknowledgment, personally appeared :

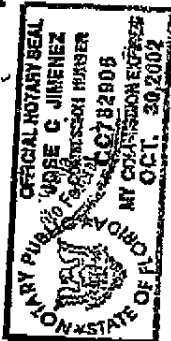
MARIA GABRIELA ROMAN

MIGUEL A. ORTIZ JARCHENKO (NOTARIZED IN VENEZUELA)
who after first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed .

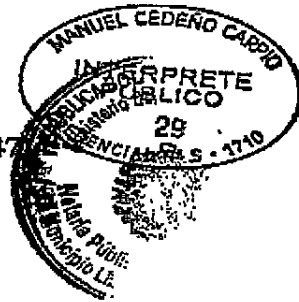
IN WITNESS THEREOF, I have hereunto set my hand and official seal,
at Miami, said County and State, this 26th Day of January 2001.



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Prepared By: *Jose C. Jimenez*
 Jose C. Jimenez, B.B.A. (Accountant & Notary Public)
 454 N.W. 22nd Avenue, Suite 209, Miami, Florida 33125, Tel. 541-47



**CERTIFICATE OF DESIGNATION
 REGISTERED AGENT - REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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.

The name of the Corporation is GALENICA, INC.

The name and address of the Registered Agent and office is Maria Gabriela Roman
 100 Bayview Drive, No. 2019, North Miami Beach, Florida 33160.

6348932 MIGUEL A. ORTIZ
 Corporate Officer

Title: President

Date: January 26, 2001.

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 further agree, to comply with the provisions of all statutes relative to the proper and complete performance of my duties and accept the duties and obligations of Section 607.325, Florida Statutes.

Maria Gabriela Roman
 Maria Gabriela Roman, Registered Agent
 accepting office.

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