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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

LIZETTE COSMETICS INC.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LIZETTE COSMETICS INC.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation

ARTICLE I NAME

The name of the corporation shall be **LIZETTE COSMETICS INC.**

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

**LIZETTE COSMETICS INC.,
10512 N.W. 10 ST
PEMBROKE PINES FL, 33026**

ARTICLE II NATURE OF THE BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States The State of Florida, or any other State, County, Territory or Nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and it's per value that this corporation is authorized to have outstanding at any one time is:

1,000 shares of Common Stock, each having \$1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name (s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

NAME	POSITION	ADDRESS
Lizette Soto	Pres- VP.- Sec-Tr..	10512 N.W. 10 ST Pembroke Pines FL,33026

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ARTICLE VI INCORPORATOR (S)

The name(s) and street address (es) of the incorporator(s) to these articles of incorporation is (are):

NAME

Lizette Soto

ADDRESS

10512 N.W. 10 ST Pembroke Pines, FL 33026

IN WITNESS WHEREOF, the undersigned incorporator(s) has have executed these Articles of Incorporation this 5TH day of April 2002.

Signature(s) of Incorporator(s)

Lizette Soto

Prepared by: Orlando de Armas, CPA., P.A.
10300 SW Sunset Drive Suite 270
Miami, Fl 33173 305-273-6137

CERTIFICATE OF DESIGNATION OF

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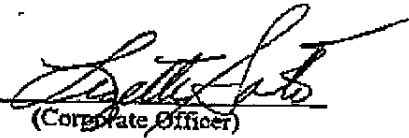
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

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.

The name of the corporation is: **LIZETTE COSMETICS INC.**
The name and address of the registered agent and office is:

Lizette Soto
10512 N.W. 10 ST
Pembroke Pines FL, 33026

SIGNATURE


(Corporate Officer)TITLE PresidentDATE 4/5/02

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


(Registered Agent)DATE 4/5/02

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