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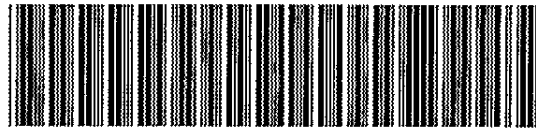
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

LAW OFFICES OF
BORNSTEIN & SMITH
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
2138 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020-6716

MARVIN T. BORNSTEIN
BOARD CERTIFIED IN WILLS,
TRUSTS AND ESTATES LAW
BOARD CERTIFIED IN TAX LAW
STEVEN H. SMITH

TELEPHONE (954) 925-3538
TELEFAX (954) 925-5661

February 5, 2003

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

Re: Articles of Incorporation of FRENCH COSMETIC DISTRIBUTORS, INC.

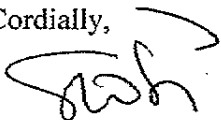
Gentlemen/Mesdames:

With reference to the above captioned matter enclosed herewith please find the following:

1. The Articles of Incorporation of **FRENCH COSMETIC DISTRIBUTORS, INC.**; and
2. A check in the amount of \$78.75 for your filing fee and for one (1) certified copy of the Articles of Incorporation.

Thank you in advance for your prompt attention to this matter.

Cordially,



STEVEN H. SMITH

Enclosures (as stated)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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ARTICLES OF INCORPORATION
OF
FRENCH COSMETIC DISTRIBUTORS, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge, and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be FRENCH COSMETIC DISTRIBUTORS, INC.

ARTICLE II
CORPORATE PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is one hundred (100) shares, all of which shall be common shares without par value.

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that the said shares are subject to calls thereon until the whole consideration thereof shall have been paid.

ARTICLE IV
CAPITAL STRUCTURE

The amount of capital with which this corporation shall commence business shall not be less than one hundred dollars (\$100).

ARTICLE V
PREEMPTIVE RIGHTS

There shall be no preemptive rights of any stock hereby issued or hereafter issued.

ARTICLE VI
DURATION

This corporation is to exist perpetually.

ARTICLE VII
INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is: 2814 Hollywood Boulevard, Hollywood, Florida 33020.

FRENCH COSMETIC DISTRIBUTORS, INC. has named Steven H. Smith, Esq., located at Law Offices of Bornstein & Smith, 2138 Hollywood Boulevard, Hollywood, Florida 33020-6716 as its Registered Agent to accept service of process within this state.

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

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) Director. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Shareholders, but shall never be more than five (5).

The name and address of the initial Director is:

EDWARD T. WIDENHOFER
760 Route 422
386 Moran Road
Butler, PA 16002

ARTICLE IX
INCORPORATOR


The name and address of the subscriber to these Articles of Incorporation is:

EDWARD T. WIDENHOFER
760 Route 422
386 Moran Road
Butler, PA 16002

ARTICLE X
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of February, 2003.


EDWARD T. WIDENHOFER
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the state and county aforesaid to take acknowledgments personally appeared EDWARD T. WIDENHOFER, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation. Said person produced a Pennsylvania Driver's License for identification.

WITNESS my hand and official seal in the County of Broward, State of Florida, this 5th day of February, 2003.

My commission expires:



Notary Public, State of Florida



Steven H. Smith
MY COMMISSION # CC794708 EXPIRES
February 20, 2003
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING REGISTERED AGENT UPON
WHICH PROCESS MAY BE SERVED.

In pursuance of Chapter 48.901 Florida Statutes, the following
is submitted in compliance with said statute:

That FRENCH COSMETIC DISTRIBUTORS, INC., desiring to organize under the
laws of the State of Florida, with it's principal office in the City of Hollywood, County of
Broward, State of Florida, has named Steven H. Smith, Esq. located at Law Offices of
Bornstein & Smith, 2138 Hollywood Boulevard, Hollywood, Florida, 33020-6716, as it's
Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation at
the place designated in this Certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of the said Florida Statutes relative to keeping open my said
office.



STEVEN H. SMITH

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TALLAHASSEE FLORIDA