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#CORPORATE#SERVICE

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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : A 1 A CORPORATE SERVICES, INC.
Account Number : I20010000247
Phone : (800)494-3124
Fax Number : (305)675-2811

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Proline Cosmetics Inc.

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

PROLINE COSMETICS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

520 BILTMORE WAY
CORAL GABLES, FL 33134

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is:

1500 COMMON SHARES PAR VALUE \$0.01

ARTICLE V INITIAL OFFICERS / DIRECTORS

The name(s), address(es), and title(s) of the directors and officers:

President: PABLO LEON ; 520 BILTMORE WAY
CORAL GABLES, FLORIDA 33134

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

PABLO LEON
520 BILTMORE WAY
CORAL GABLES, FLORIDA 33134

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PAGE 2 PROLINE COSMETICS INC.

ARTICLE VII INCORPORATOR

The name and Florida street address of the incorporator is:

PABLO LEON
520 BILTMORE WAY
CORAL GABLES, FLORIDA 33134

Having been named as registered agent to accept service of process for the above corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Jan. 19, 2005

PABLO LEON / Registered Agent

Date



Jan. 19, 2005

PABLO LEON / Incorporator

Date

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