

FROM : ELO ENTERPRISES INC  
Division of Corporations

FAX NO. : 954 2291614

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**P06000036254**

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Bio Naza Cosmetic Products, Inc.**

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T. Burch MAR 13 2006

FROM : ELO ENTERPRISES INC

FAX NO. : 954 2291614

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ARTICLES OF INCORPORATION  
OF

**Bio Naza Cosmetic Products, Inc.**

The undersign incorporator hereby forms a corporation under CHAPTER 607, the laws of State of Florida.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 MAR 10 AM 10:29

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ARTICLE 1  
NAME

The name of the corporation shall be, **Bio Naza Cosmetic Products, Inc.**, and the principal office of this corporation shall be 22291 Timpini Way in the city of **Boca Raton**, state of **FLORIDA**, and zip code 33428

ARTICLE 2  
NATURE OF BUSINESS

This corporation may engage or transact in 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 3  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 having \$ 1.00 par value per share.

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ARTICLE 4  
ADDRESS

The name and street address of the initial registered agent of this corporation shall be **Elo Enterprises, Inc., 301 Crawford Blvd. #201-a county of Palm Beach state of FLORIDA**, and zip code **33432**

ARTICLE 5  
TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 6  
DIRECTORS

All corporate power shall be exercised by or under authority of **Bio Naza Cosmetic Products, Inc.** of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have **1** Director(s), initially. The number of Director may either increased or decreased from time to time by amendment of the By Laws of the corporation in the manner provided by law, but shall never be less than one(1). The name (s) and street address (es) of the initial member (s) of the Board of Director (s) is:

**PRESIDENT:**

**Maria Nazaré Nunes**  
**22291 Timpini Way**  
**Boca Raton, FL 33428**

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ARTICLE 7  
BY LAWS AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE 8  
IDENTIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out any provided for in the Bylaws of this Corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE 9  
INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE 10  
AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall vest in the stockholders and Directors, in the manner provided by the Florida Statutes.

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ARTICLE 11  
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholders who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within (30) days of receipt of notice from the corporation.

ARTICLE 12  
DIRECTOR CONFLICT OF INTEREST

- A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors of officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:
1. If the fact or such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors: or
  2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by the vote of the shareholders: or
  3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.
- B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

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**ARTICLE 13**  
**INFORMAL ACTION OF SHAREHOLDERS**

Any action of shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the Corporation as part of the corporate records.

**IN WITNESS WHEREOF**, The undersigned incorporator has hereunto set his/her hand and seal this 15th day of February of 2006.



BY: Maria Nazare Nunes  
22291 Timpini Way  
Boca Raton, FL 33428

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FROM :ELO ENTERPRISES INC


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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF  
INCORPORATION**

**ELO Enterprises, Inc.** a Corporation, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
BY: **Lyslei C. Chirico**  
301 Crawford Blvd. #210-A  
Boca Raton, FL 33432

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