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# FLORIDA PROFIT/NON PROFIT CORPORATION

## PALLADIO INTERNATIONAL SALES CORP.

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Certificate of Status	
Certified Copy	0
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Estimated Charge	\$70.00

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January 7, 2009

# FLORIDA DEPARTMENT OF STATE Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: PALLADIO INTERNATIONAL SALES CORP.

REF: W0900000561

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The registered agent must sign accepting the designation.

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Ruby Dunlap Regulatory Specialist II New Filing Section FAX Aud. #: H09000002288 Letter Number: 709A00000436

### CERTIFICATE OF INCORPORATION

OF

#### PALLADIO INTERNATIONAL SALES CORP.

2009 JAN -6 PH 4: 20
SECRETARY OF STATE
TAIL TAILS SEE FI CRIDA

The undersigned incorporator, in order to form a corporation pursuant to Chapter 607 and 621 Florida Statues (the "Florida Statues"), certifies as follows:

- 1. Name. The name of the corporation is Palladio International Sales

  Corp. (the "Corporation").
- 2. <u>Principal Place of Business</u>. The address of the Corporation's principal place of business is 3129 North Avenue, Hollywood, Florida 33020.
- 3. <u>Purpose</u>. The purpose of the Corporation is to engage in the sale of women's beauty products and any other lawful act or activity for which corporations may be organized under the laws of the State of Florida.
- 4. <u>Number of Shares</u>. The total number of shares of stock that the Corporation shall have authority to issue is two thousand and five hundred (2,500), all of which shall be shares of Common Stock, par value of one dollar (\$1.00) each.
- Officers and the Directors. The sole Director and Officer of the
   Corporation is Philip Solomon.
- 6. Address; Registered Office and Agent. The address of the Corporation's registered office is 1201 Hays Street, Tallahassee, FL 32301; and the name of the Corporation's registered agent for service of process at such address is Corporation Service Company.

7. Name and Mailing Address of Incorporator. The name and mailing address of the incorporator are:

> Ian Shane, Esq. Golenbock Eiseman Assor Bell & Peskoe LLP 437 Madison Avenue, 40th Floor New York, New York 10022

- 8. Election of Directors. Unless and except to the extent that the By-laws of the Corporation (the "By-laws") shall so require, the election of directors of the Corporation need not be by written ballot.
- 9. Limitation of Liability. To the fullest extent permitted under the Florida Statues, as amended from time to time, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any amendment, repeal or modification of the foregoing provision shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, repeal or modification.
- Adoption, Amendment and/or Repeal of By-laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board is expressly authorized to make, alter and repeal the By-laws, subject to the power of the stockholders of the Corporation to alter or repeal any By-law whether adopted by them or otherwise.
- 11. Certificate Amendments. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter

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prescribed by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

WITNESS the signature of this Certificate of Incorporation this 5th day of January, 2009.

Ian Shane, Esq. Incorporator

Troy Todd as its agent

Corporation Service Company Registered Agent