

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 11 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P23361 (9)
 1. Corporation Name
SHISEIDO COSMETICS (AMERICA) LTD. INC.



Principal Place of Business 900 3RD AVENUE NEW YORK NY 10022 US	Mailing Address 178 BAUER DRIVE OAKLAND NJ 07436 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 900, 3rd Avenue 22 Suite, Apt. #, etc.		2a. Mailing Address 26 178 Bauer Drive 27 Suite, Apt. #, etc.		3. Date Incorporated or Qualified 03/10/1989	
23 New York NY 24 Zip 10022 25 Country USA		28 Oakland NJ 29 Zip 07436 30 Country USA		4. FEI Number 13-2545265 Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/>	
				5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent THE PRENTICE HALL CORP. SYSTEM INC. 1201 HAYES STREET SUITE 105 TALLAHASSEE FL 32301				10. Name and Address of New Registered Agent	
				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PCEO	<input type="checkbox"/> DELETE	1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	YAMAGUCHI, TAKASHI		1.2 NAME		
STREET ADDRESS	16 ACHILLES ST		1.3 STREET ADDRESS		
CITY-ST-ZIP	DEMAREST NJ		1.4 CITY-ST-ZIP		
TITLE	S	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KUNII, YASUSHI		2.2 NAME	Hayashi, Teruaki	
STREET ADDRESS	900 3RD AVENUE		2.3 STREET ADDRESS	1765 York Ave	
CITY-ST-ZIP	NEW YORK NY		2.4 CITY-ST-ZIP	New York NY 10128	
TITLE	TD	<input type="checkbox"/> DELETE	3.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TAKAHASHI, NOBUO		3.2 NAME		
STREET ADDRESS	178 BAUER DRIVE		3.3 STREET ADDRESS		
CITY-ST-ZIP	OAKLAND NJ		3.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	4.1 TITLE	D/V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME			4.2 NAME	VIP - Sales - Bruce Gephart	
STREET ADDRESS			4.3 STREET ADDRESS	900 Third Avenue	
CITY-ST-ZIP			4.4 CITY-ST-ZIP	New York NY 10022	
TITLE		<input type="checkbox"/> DELETE	5.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME			5.2 NAME	Karen McCaffrey	
STREET ADDRESS			5.3 STREET ADDRESS	900 Third Avenue	
CITY-ST-ZIP			5.4 CITY-ST-ZIP	New York NY 10022	
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME			6.2 NAME	Hank Pohl	
STREET ADDRESS			6.3 STREET ADDRESS	900 Third Avenue	
CITY-ST-ZIP			6.4 CITY-ST-ZIP	New York NY 10022	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with address.

SIGNATURE _____

CR2034 (10/97)

SHISEIDO

June 23, 1997

Mr. Stu Friedel
Davis & Gilbert
1740 Broadway
New York, New York 10019

Reference: Minutes of Annual Meeting of Board of Directors and
Minutes of Annual Meeting of Shareholders

Dear Mr. Friedel:

Please prepare the necessary documents for the above referenced subject for Shiseido
Cosmetics (America) Ltd.

The Board of Directors should read as follows:

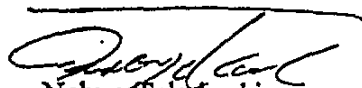
President & CEO	Takashi Yamaguchi
Secretary	Tasushi Kunii
Director	Nobuo Takahashi
Vice President - Sales	Bruce Gephart

Corporate Officers should read of follows:

President and CEO	Takashi Yamaguchi
Vice President - Sales	Bruce Gephart
Vice President - Marketing	Hank Pohl
Vice President - Public Relations	Mari Chihaya
Vice President - Administration	Karen McCaffrey
Secretary	Yasushi Kunii

If you have any questions, or need any additional information, please contact me.

Sincerely,



Nobuo Takahashi
President
Shiseido International Corporation

3/98

SHISEIDO COSMETICS (AMERICA) LTD.

Corporate Officers

President

Takashi Yamaguchi
16 Achilles Street
Demarest, New Jersey 07627

Secretary:

Teruaki Hayashi
1755 York Ave
New York, New York 10128