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The Law Offices of
KENNETH G. PROTONENTIS, P.A.

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Clearwater, Florida 33767-2997

Voice: (727) 596-3435
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February 27, 2002

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Restated Articles of Incorporation
TREND COSMETICS U.S.A., INC.

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*****78.75 *****78.75

Dear Administrator:

Enclosed please find duplicate originals of the Restated Articles of Incorporation changing the name of the corporation and the Certificate Designating Change of Registered Agent for the newly named corporation, Trind Cosmetics U.S.A., Inc. Also enclosed is a check in the amount of seventy-eight dollars and seventy-five cents (\$78.75) as payment of the filing fees and for a certified copy of the Restated Articles.

Please do not hesitate to call me should you need additional information or have any questions about the Restated Articles, the Board of Directors resolution authorizing the above-referenced changes, or the Shareholders resolution confirming those changes.

Thank you for your attention to this matter and for returning a set of certified originals to my office at your earliest convenience. Until then, I remain

Yours very truly,

Kenneth G. Protonentis, Esq.

KGP:fms

Enclosures (3)

member: American Bar Association Forum on Franchising,
District of Columbia Bar, The Florida Bar, and Oregon State Bar

FILED
MAR - 1 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated MC

KGP
3/7

(6)

**RESTATED ARTICLES OF INCORPORATION
FOR
TREND COSMETICS U.S.A., INC.
REORGANIZED AS
TRIND COSMETICS U.S.A., INC.**

FILED
02 MAR - 1 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECITALS:

The Board of Directors of Trend Cosmetics U.S.A., Inc. by Unanimous Written Consent in Lieu of a Special Meeting of Directors dated June 7, 2001 considered the proposal and recommendation of President Theo J.G.M. Bouwen that the Corporation restate its Articles of Incorporation and change its name to Trind Cosmetics U.S.A., Inc. By formal resolution, unanimously adopted by the Board of Directors as permitted by Section 607.0821 of The Florida Business Corporation Act of 1990, as amended (the "Business Corporation Act"), the proposal was approved and recommended to be submitted to the Shareholders on June 7, 2001 together with these Restated Articles of Incorporation for their consideration, review and approval. By Unanimous Written Consent in Lieu of a Special Meeting of Shareholders dated June 7, 2001, these Restated Articles of Incorporation were approved as permitted by Section 607.0704 of the Business Corporation Act, and the Board of Directors was duly authorized to take whatever action they, in their sole discretion, deem necessary to cause these Restated Articles to be filed with the Florida Department of Corporations and effect an orderly transition in the books, records, accounts and business affairs of the Corporation.

ARTICLE I

The new name of the Corporation is Trind Cosmetics U.S.A., Inc. and its duration shall be perpetual.

ARTICLE II

The Corporation is organized pursuant to the provisions of Section 607.0101 et seq. of The Florida Business Corporation Act of 1990, as amended.

ARTICLE III

The Corporation is a corporation for profit and is organized to 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, country, territory, or nation.

ARTICLE IV

The aggregate number of shares which the Corporation shall have the authority to issue and the par value of each of these shares is One Hundred (100) shares of Common Stock with no par value.

*Restated Articles of Incorporation
Trind Cosmetics U.S.A., Inc.*

ARTICLE V

At all times, each holder of Common Stock of this Corporation shall be entitled to one vote for each share of such stock standing in the holder's name on the books of the Corporation. This Corporation shall not have cumulative voting.

ARTICLE VI

No shareholder of the Corporation shall have any preemptive or other first right to acquire any treasury shares or any additional issue of shares of stock or other securities of the Corporation, either presently authorized or to be authorized. This Article VI shall not prohibit the granting of any such right to any shareholder pursuant to any contract or other agreement.

ARTICLE VII

Any directorship to be filled by reason of an increase in the number of directors of this Corporation may be filled by the unanimous vote of the Board of Directors then in office. Any such directorship not so filled by the Board of Directors shall be filled by election at the next annual meeting of the Shareholders or at a special meeting of the Shareholders called for that purpose.

ARTICLE VIII

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Business Corporation Act any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of this Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of this Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of this Corporation, or serves or served at the request of the Corporation as a director or officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The right to and amount of indemnification shall be determined in accordance with the provisions of the Business Corporation Act in effect at the time of the determination.

ARTICLE IX

Any contract or other transaction or determination between the Corporation and one or more of its directors, or between the Corporation and another party in which one or more of its directors are interested, shall be valid notwithstanding the presence or participation of such director or directors in a meeting of the Board of Directors which acts upon or in reference to such contract, transaction or determination, if the fact of such interest shall be disclosed or known to the Board of Directors and it shall authorize or approve such contract by a vote of the

*Restated Articles of Incorporation
Trind Cosmetics U.S.A., Inc.*

majority of the disinterested directors present and entitled to vote. Such interested director or directors may be counted in determining whether a quorum is present at any such meeting, but shall not be entitled to a vote on such contract, transaction or determination, and shall not be counted among the directors present for purposes of determining the number of directors constituting the majority necessary to carry such vote. If not authorized or approved by a majority of the disinterested directors as provided above, such contract, transaction or determination shall nevertheless be valid if ratified or approved by a vote of the Shareholders. Such interested director or directors shall not be disqualified from voting as Shareholders for ratification or approval of such contract, transaction or determination which should otherwise be valid under applicable law.

ARTICLE X

The Corporation shall have the right to purchase or otherwise acquire its own shares to the extent of the aggregate of unreserved and unrestricted earned surplus available thereof and unreserved and unrestricted capital surplus available therefor.

ARTICLE XI

The street address of the registered office of the Corporation is 1591 Gulf Boulevard, Penthouse 2, Clearwater, Florida 33767-2997 and the registered agent of the Corporation at such address is Kenneth G. Protonentis, Esq.

ARTICLE XII

The street address of the corporate headquarters and principal business offices of the Corporation is 9061 – 130th Avenue North, Suite 712, Largo, Florida 33773.

ARTICLE XIII

The number of directors constituting the Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as the sole director until the next annual meeting of the shareholders or until his successor(s) are elected and shall qualify is:

Theo J.G.M. Bouwen
Tripkow 7
1679 GJ Midwoud
Postbus 35
The Netherlands

*Restated Articles of Incorporation
Trind Cosmetics U.S.A., Inc.*

ARTICLE XIV

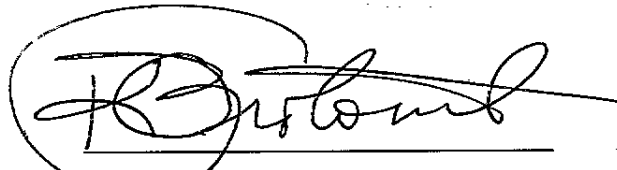
The Affiliated Transaction provisions which are set forth in Section 607.0901 of the Business Corporation Act shall not apply to this Corporation.

ARTICLE XV

The name and address of the Attorney at Law who filed these Restated Articles of Incorporation as authorized and directed by the Board of Directors with the unanimous approval of the Shareholders is:

Kenneth G. Protonentis, Esq.
1591 Gulf Boulevard, Penthouse 2
Clearwater, Florida 33767-2997

IN WITNESS WHEREOF, the undersigned Attorney at Law, as authorized and directed by Resolutions of both the Board of Directors and the Shareholders of the Corporation dated the 7th day of July 2001, has caused these Restated Articles of Incorporation to be duly executed this ~~26th~~ day of ~~January~~ February 2002.

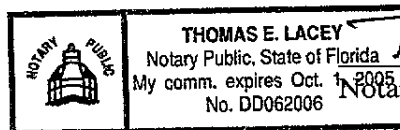


Kenneth G. Protonentis, Esq.

STATE OF FLORIDA
COUNTY OF PINELLAS

February THE FOREGOING instrument was acknowledged and sworn to before me this 26 day of ~~January~~ 2002 by Kenneth G. Protonentis, Esq. to me known to be the Attorney at Law who executed the foregoing on behalf of Trend Cosmetics U.S.A., Inc.

The following identification was provided: FL DL # P635-507-46-323-0




Notary Public

My Commission Expires: 10/01/2005

**CERTIFICATE DESIGNATING CHANGE
of
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0502 of The Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the change of its registered agent and registered office in the State of Florida.

The name of the Corporation and its principal business address, as changed by resolution of the Board of Directors by Unanimous Written Consent on July 7, 2001 and approved by resolution of the Shareholders by Unanimous Written Consent on July 7, 2001 are:

Trind Cosmetics U.S.A., Inc.
9061 - 130th Avenue North, Suite 712
Largo, Florida 33773-1404

Telephone: (727) 584-2108

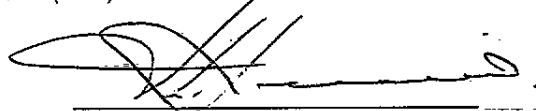
FAX: (727) 584-3099

The name and address of the registered agent and office, as changed by resolution of the Board of Directors by Unanimous Written Consent on July 7, 2001 and approved by resolution of the Shareholders by Unanimous Written Consent on July 7, 2001 are:

Kenneth G. Protonentis, Esq.
1591 Gulf Boulevard, Penthouse 2
Clearwater, Florida 33767-2997

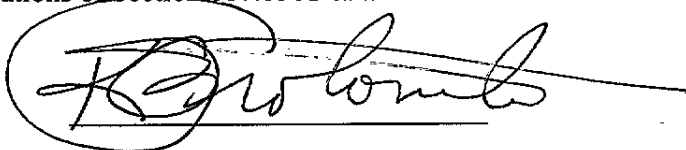
Telephone: (727) 596-3435

FAX: (727) 596-2076



Theo J.G.M. Bouwen, President
Trind Cosmetics U.S.A., Inc.
January 14, 2002

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 of The Florida Business Corporation Act.



Kenneth G. Protonentis, Registered Agent
Trind Cosmetics U.S.A., Inc.
January 14, 2002