

P95000028572

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 LAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

PUBLIC ACCESS SYSTEM
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FROM: CORPORATE CREATIONS MIAMI
4437 SHERIDAN AVE

MIAMI BEACH FL 33140-0000-0127

CONTACT: JOSEPH MATA
PHONE: (305) 538-9091
FAX: (305) 538-8994

NAME: I.C. COSMETICS OF FLORIDA, INC.
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
FAX AUDIT NUMBER: H95000003740

DATE REQUESTED: 03/31/1995

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TIME REQUESTED: 13:00:52

CERTIFICATE OF STATUS: 0

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ACCOUNT NUMBER: 075114001215

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EFFECTIVE DATE

4-7-95

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TALLAHASSEE, FLORIDA



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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Monrath
Secretary of State

April 11, 1995

CORPORATE CREATIONS MIAMI
K JOSEPH MATA
MIAMI, FL

SUBJECT: I.C. COSMETICS OF FLORIDA, INC.
REF: W95000007672

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please accept our apology for failing to mention this in our previous letter.

PLEASE LIST THE CORRECT FAX AUDIT NUMBER ON EACH PAGE. NOTE**9500003740 IS NOT THE CORRECT NUMBER.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loris Poole
Corporate Specialist

FAX Aud. #: 895000003740
Letter Number: 395A00016441

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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**Articles of Incorporation
of
I.C. Cosmetics of Florida, Inc. EFFECTIVE DATE**

Article I. Name

The name of this Florida corporation is I.C. Cosmetics of Florida, Inc.

Article II. Address

The mailing address of the Corporation is:

I.C. Cosmetics of Florida, Inc.
220 Miracle Mile, Suite 236
Coral Gables, FL 33134

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TALLAHASSEE, FLORIDA

Article III. Capital Stock

The Corporation shall have the authority to issue 1,000,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Orlando Cabrera
Bermudez & Cabrera, P.A.
2100 Coral Way, Suite 600
Miami, FL 33145

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the

Orlando Cabrera, Bar Member 0894151
Bermudez & Cabrera, P.A.
2100 Coral Way, Suite 600
Miami, FL 33145
305-858-4099 • Fax 305-858-1644

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Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Article VI. Incorporator

The name and address of the Incorporator is:

Orlando Cabrera
Bermudez & Cabrera, P.A.
2100 Coral Way, Suite 600
Miami, FL 33145

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of April 7, 1995.

The undersigned Incorporator executed these Articles of Incorporation on the date first set forth below.



Orlando Cabrera

Date: April 7, 1995

Orlando Cabrera, Bar Member 0894151
Bermudez & Cabrera, P.A.
2100 Coral Way, Suite 600
Miami, FL 33145
305-858-4099 • Fax 305-858-1644

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
I.C. Cosmetics of Florida, Inc.

REGISTERED AGENT:
Orlando Cabrera
Bermudez & Cabrera, P.A.
2100 Coral Way, Suite 600
Miami, FL 33145

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Orlando Cabrera

Date: April 7, 1995

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95 APR 11 PM 3:05
TALLAHASSEE, FLORIDA

Orlando Cabrera, Bar Member 0694151
Bermudez & Cabrera, P.A.
2100 Coral Way, Suite 600
Miami, FL 33145
305-858-4098 • Fax 305-858-1644

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LAW OFFICES

RASCO & REININGER
PROFESSIONAL ASSOCIATION

THE WATERWIND
5200 BLUE JACKSON DRIVE, SUITE 700
MIAMI, FLORIDA 33126
TELEPHONE (305) 261-0500
TELEFAX (305) 267-1787

October 30, 1995

ORLANDO J. CAMBERA
SAMON B. ESQUINAZI
PAUL HARALSON
JANE B. PALMER
LUIS A. PEREZ
RAMON E. RASCO
STEVEN R. REININGER
MERCEDES M. SELLER
MICHAEL C. SLODNIK, P.A.
JORGE M. VIOH

LYNN M. FANNHEISSER
MARIA R. DOMINGUEZ
JOSE MANUEL PALLI
OF COUNSEL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

RE: I.C. COSMETICS OF FLORIDA, INC.

Dear Sir or Madam:

Enclosed herewith is a completed Statement of Change of Registered Office or Registered Agent or both for Corporations for the above referenced corporation. Also enclosed is our check in the amount of \$35.00 which represents filing fee.

Kindly file same and return copy to our office.

Thank you for your attention and cooperation in this matter.

Very truly yours,

RASCO & REININGER, P.A.

Josefina C. Chaviano
Josefina C. Chaviano
Corporate Legal Assistant

jcc
Enclosures

CORP\1484-1\RA-CHANG.FRM

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RA Change

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DIVISION OF CORPORATIONS
STATE OF FLORIDA
NOV - 1 AM 11:12

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: I.C. COSMETICS OF FLORIDA, INC.

1b. Date of Incorporation 4/11/95 Document number P95000028572

2. The name and address of the current registered agent and office:

Orlando Cabrera
2100 Coral Way, Suite 600, Miami, Florida 33145

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Miami Corporate Systems, Inc.
5200 Blue Lagoon Drive, Suite 700, Miami, Florida 33126

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE
9/12/95
DATE

Gimi Amodio, President
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

MIAMI CORPORATE SYSTEMS, INC.

SIGNATURE [Signature]
(Registered Agent)

DATE 10/30/95

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

FILING FEE: \$35.00