

P95000031235

April 11, 1995

BOARD OF DIRECTORS

Officers

Dr. Ray Phipps

President

Harold Butler, Jr.

Secretary

Verbert C. Anderson

Treasurer

Members

Conelias E. Allen

Reginald Clyne, Esq.

T. Wilford Lee

Ronald E. Frazer

Howard V. Gary

Howard Hadley Jr., M.D.

John A. Hall

George F. Hepburn Jr.

George F. Knox, Esq.

Ken Mason

Congresswoman Carrie P. Meek

Garth C. Reeves

Neil Robinson

Dorothea Stewart

Karen Johnson Strout

Elaine H. Black

Executive Director

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

200001458422
-04/18/95--01017--013
****122.50 ****122.50

RE: Articles of Incorporation - ELEGANCE BY MARCI COSMETICS, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation, a certificate Designating Place of Business and Registered Agent, and check #2034 in the amount of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fees.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

STANLEY LEWIS
ATTORNEY AT LAW
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis

Stanley B. Lewis
Attorney At Law

Encls.

cc: Marcia Carter

c:\draft\artfile.1tr

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

ARTICLES OF INCORPORATION

OF

Elegance by Marci Cosmetics, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is Elegance by Marci Cosmetics, Inc., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 1006 Spoonbill Circle, Fort Lauderdale, Florida 33326.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (000) shares of common stock with a par value of \$1.00 per share. A

RECEIVED
DIVISION OF CORPORATIONS
95 APR 17 11 8:54

stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 1006 Spoonbill Circle, Fort Lauderdale, Florida 33326 and the registered agent at that office is ROWAN O. CARTER.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

MARCIA A. and ROWAN O. CARTER
1006 Spoonbill Circle
Fort Lauderdale, Florida 33326

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

MARCIA A. CARTER
1006 Spoonbill Circle
Fort Lauderdale, Florida 33326

IN WITNESS WHEREOF, I, MARCIA A. CARTER, the undersigned incorporator, have signed these Articles of Incorporation on this 10th day of April, 1995 and acknowledged the same to be my act.

Marcia A. Carter
MARCIA A. CARTER

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 10th day of April, 1995 by MARCIA A. CARTER, who personally appeared before me at the time of notarization, and who has produced a Florida Driver's license as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission CC407757
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That Elegance by Marci Cosmetics, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Fort Lauderdale, County of Broward, State of Florida, has named ROWAN O. CARTER located at 1006 Spoonbill Circle in the City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: Rowan O. Carter
ROWAN O. CARTER

DATE: 4/10/95