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Daniel J. Serber  
ATTORNEY AT LAW

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Telephone (305) 937-0177

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July 5, 1995

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

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-07/07/95--01035--011  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Filing Articles of Incorporation.

To Whom It May Concern:

Enclosed you will find two original executed Articles of Incorporation for Choice International Cosmetics Corporation. Please file these articles and return a certified copy to my office.

Enclosed you will also find a check in the amount of \$122.50, which should cover the costs of filing the Articles of Incorporation, the designation of an acceptance by registered agent, and the certified copy of the document.

If you have any questions, please contact my office.

Sincerely,



Daniel J. Serber, Esq.

2/10 7-13

ARTICLES OF INCORPORATION  
OF  
CHOICE INTERNATIONAL COSMETICS CORPORATION

ARTICLE I. CORPORATE NAME AND ADDRESS

The name of this corporation is: CHOICE INTERNATIONAL COSMETICS CORPORATION.

The principal address of this corporation is

P.O. BOX 802006  
Miami, Florida 33280-2006

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III. DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is upon the filing of these Articles of Incorporation and upon acceptance by the Secretary of State.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

A. Designation. The stock of this corporation shall be known as Common Stock.

B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is 1,000 shares.

C. Par Value. Each share of Common Stock shall have \$1.00 par value.

D. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Registered Office of this corporation is 7845 N.W. 148 Street, Hialeah, Florida 33016; and the name of the Initial Registered Agent of this corporation at that address is Eduardo Klinger.

The Board of Directors from time to time may move the Registered Office to any other address in the state of Florida.

#### **ARTICLE VI. INCORPORATOR**

The sole incorporator for Choice International Cosmetics Corporation is EDUARDO KLINGER whose address is 7845 N.W. 148 Street, Hialeah, Florida 33016.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by

the By-Laws adopted by the stockholders, but shall never be less than one director. The name and address of the Initial Director of this corporation is: Simcha Horowitz, 7845 N.W. 148 Street, Hialeah, Florida 33016.

#### **ARTICLE VIII. SHAREHOLDER QUORUM AND VOTING**

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE IX. DIRECTOR QUORUM AND VOTING**

A majority of the Directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors.

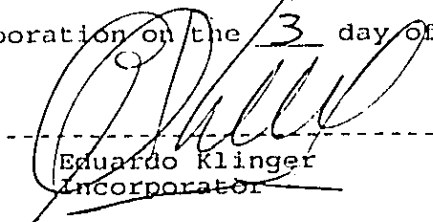
#### **ARTICLE X. INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 3 day of July, 1995.

  
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Eduardo Klinger  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

In Compliance with Section 48.091, Florida Statutes, the following is submitted:

That Choice International Cosmetics Corporation, desiring to organize under the laws of the State of Florida, has named **Eduardo Klinger** Dade County, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

  
EDUARDO KLINGER  
REGISTERED AGENT

53 JUL -7 PM 4:02  
FILED  
CLERK  
DADE COUNTY  
FLORIDA