SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 17, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: $225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $375.)

PROFIT CORPORATION ANNUAL REPORT 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

AMENDED

DOCUMENT # P95000078954

1. Corporation Name
RICH'S COSMETICS INC.

Principal Place of Business: 2450 HOLLYWOOD BLVD. HOLLYWOOD, FL 33020

Mailing Address: SAME

3. Date Incorporated or Qualified: 10-12-95

3a. Date of Last Report: N/A

4. FEI Number: 65-0621803 — Applied For / Not Applicable

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip
24
Country
25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip
29
Country
30

5. Certificate of Status Desired [ ] — $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032 Florida Statutes [X] Yes [ ] No

9. Name and Address of Current Registered Agent
RICH, WILLARD P.
8006 S.W. 151 ST COURT
MIAMI, FL 33193

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 ____________ DATE ______
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	EXECUTIVE VICE PRESIDENT MARKETING / ERIC J. SHELLEY 2450 HOLLYWOOD BLVD SUITE 504 HOLLYWOOD, FL. 33020	[ ] Change [X] Addition
2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP		[ ] Change [ ] Addition
3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	C.E.O. WILLARD P. RICH 2450 HOLLYWOOD BLVD SUITE 504 HOLLYWOOD, FL 33020	[ ] Change [X] Addition
4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP		[ ] Change [ ] Addition
5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP		[ ] Change [ ] Addition
6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP	700001930967 -08/23/96--01067--023 ***61.25	[ ] Change [ ] Addition

CR2E034 (3/96)

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

8-23-96

SIGNATURE: Willard P. Rich WILLARD P. RICH AUGUST 2, 1996 954-921-0123
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #