

JAN-05 1996 11:13
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P 66

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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE K... COMPANY
REPORTING OFFICE 1402 W. FLAGLER ST
STATE OF FLORIDA SUITE 200
408 EAST PALM STREET MIAMI FL 33135-
TALLAHASSEE, FL 32359 CONTACT: RAY STORMONT
PHONE: (305) 641-3094
FAX: (305) 641-3770

(((H96000000254))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: COSMETICS & BATH COLLECTION, INC.
FAX AUDIT NUMBER: H96000000254 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/05/1996 TIME REQUESTED: 11:11:13
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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96 JAN -5 PM 3: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 JAN -5 PM 1: 11
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OR

COSMETICS & BATH COLLECTION, INC.

H9600000254

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

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50 JAN -5 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is:

Cosmetics & Bath Collection, Inc.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of The United States and of the State of Florida. The corporation shall have all the powers vested in the corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

The street address of the initial registered office of the corporation is 4401 Ponce de Leon Blvd., Coral Gables, Florida 33146 and the initial registered agent of the corporation at that address is Robert J. Terpening.

H9600000254

Robert J. Terpening, CPA
COSMYL, INC.
(305) 446-9266

4401 Ponce de Leon Blvd.
Coral Gables, FL 33146

ARTICLE VI

The corporation shall have no director(s) initially. The number of directors may be increased or diminished from time to time pursuant to the bylaws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE IX

The name and street address of the incorporator signing these articles is Robert J. Terpening, 4401 Ponce de Leon Blvd., Coral Gables, Florida 33146.

ARTICLE X

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

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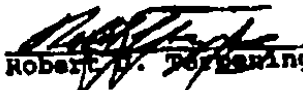
ARTICLE XI

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

The principal place of business of the Corporation is 4401 Ponce de Leon Blvd., Coral Gables, Florida 33146.

EXECUTED at Coral Gables, Florida, this 5th day of January 1996.

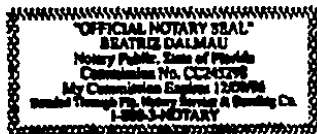

Robert J. Terpening

STATE OF FLORIDA :
: SS
COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared, ROBERT J. TERPENING, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of COSMETICS & BATH COLLECTION, INC., acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 5th day of January 1996.


Notary Public, State of Florida



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H96000000254

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

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that Cosmetics & Bath Collection, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Miami, Dade County, State of Florida, has named ROBERT J. TERPENING, located at 4401 Ponce de Leon Blvd., Coral Gables, Florida 33146, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

by 
Robert J. Terpening
(Registered Agent)

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96 JAN -5 PM 3: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FEB-06-1996 16103

2/06/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

P.01
3:48 PM

((H96000001775))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

0000

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 641-3694

FAX: (305) 641-3770

((H96000001775))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: COSMETICS & BATH COLLECTION, INC.

FAX AUDIT NUMBER: H96000001775

CURRENT STATUS: REQUESTED

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Corporate Guide

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96 FEB -7 PM 2:35
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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 FEB -7 AM 8:07

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FEB-06-1996 16:03

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COSMETICS & BATH COLLECTION, INC.**

P.02
FILED
96 FEB -7 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000001594

Pursuant to the provisions of Chapter 607, Florida Statutes,
the undersigned corporation adopts the following Articles of
Amendment to its Articles of Incorporation:

FIRST

The name of the corporation is:
COSMETICS & BATH COLLECTION, INC.

SECOND

The following amendment of the Articles of Incorporation was
adopted by the corporation:

That the name of the corporation be changed to
INTERSINERGY CORPORATION

THIRD


The above amendment was adopted on February 6, 1996 by the
Sole Incorporator before the issuance of any shares of
stock.

Dated: February 6, 1996 COSMETICS & BATH COLLECTION, INC.


Robert J. Terpening,
Sole Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) SS:

Sworn to and subscribed before me by Robert J. Terpening, as
the Sole Incorporator of Cosmetics & Bath Collection, Inc.,
a Florida corporation, this 6th day of February 1996.


Notary Public

12/9/96
Commission Expires
OFFICIAL NOTARY SEAL
STATE OF FLORIDA
Notary Public, State of Florida
Commission No. 0004574
My Commission Expires 12/06/96
Banded Through The Notary Seal & Banding Co.
1-800-33-NOTARY

H96000001775

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Prepared By:
Robert J. Terpening, CPA
4401 Ponce de Leon Blvd.
Coral Gables, FL 33146
305-446-5666