

01/01/1995 00:15:00 3300

CAN AM GROUP

PAGE 03

TO: DIVISION OF CORPORATIONS
INC.

FROM: CAN-AM IMMIGRATION CLINIC.

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

6245 N FEDERAL HWY
SUITE 502
FT LAUDERDALE FL 33308-0000
CONTACT: ROCARD PARENTEAU
PHONE: (305) 351-7063
FAX: (305) 776-2090

((H95000012198)))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

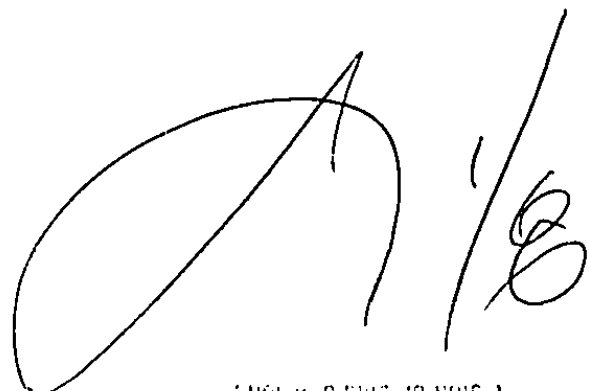
NAME: EMERALD INTERNATIONAL INC.
FAX AUDIT NUMBER: H95000012198
DATE REQUESTED: 10/31/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$70.00
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TALLAHASSEE, FLORIDA

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01/06/96 15:01 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 5, 1996

CAN-AM IMMIGRATION CLINIC

FT. LAUDERDALE, FL

SUBJECT: EMERALD INTERNATIONAL, INC.
REF: W95000021662

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

The registered agent must sign accepting the designation.

The FAX audit number must be on the top and bottom of each page of the document.

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) 487-6937.

Jerri Weinmann
Staff Assistant

FAX Aud. #: H95000012198
Letter Number: 795A00048795

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ARTICLES OF INCORPORATION
OF

EMERALD INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE 1. NAME

The name of the Corporation is: **EMERALD INTERNATIONAL, INC.**

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is:

**EMERALD INTERNATIONAL, INC.
1399 SE CORAL REEF
PORT ST LUCIE, FL 34983**

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is: **MICHELE ARNAUD
1399 SE CORAL REEF
PORT ST LUCIE, FL 34983**

**AN AM IMMIGRATION CLINIC
45 N. Federal Highway Ste 502
rt lauderdale, FL 33308
t: (954) 351-7063
x: (954) 776-2090**

which is also known as the registered office.
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ARTICLE VII. DIRECTORS

The Corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than one. The name and address of the initial director is:

**Michele Arnaud
1399 Coral Reef
Port St Lucie, FL 34983**

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. INCORPORATORS

The name and address of the person signing these Articles is:

**Michele Arnaud
1399 Coral Reef
Port St Lucie, FL 34983**

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 Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of 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.

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From:

Nov. 14, 1995 09:23 PM

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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of Florida this
30 day of October 19 95

STATE OF FLORIDA)

MICHELE ARNAUD

:SS 590-25-6815

COUNTY OF BROWARD)

I hereby certify that on this day, before me, a Notary Public duly authorized
in the State and County named above, to take acknowledgments, personally appeared:

known to me to be the person described as Incorporator of and who executed the foregoing
Articles of Incorporation, and acknowledged before me that he subscribed to those Articles
of Incorporation.

WITNESS my hand and official seal in the State and County named above
this _____ day of _____ 19 _____

My Commission Expires:

Notary Public, State of Florida

FILED
96 JUN - 8 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I Michele Arnaud _____, by execution hereof, accept the designation as
Registered Agent of this Corporation

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P96000001940

EMERALD INTERNATIONAL INC.

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

JANUARY 20 TH, 1996

Document no.: P 96000001940

Mr. Jerri Weinmann
New Filings Section

Please take note, that the corporate address and the head office address is:

Emerald International Inc.
897 N.E. Prima Vista Blvd
Port St. Lucie, FL 34952

all correspondence must be send to this address.

Thank you


A. Charbonneau
Executive Director

COSMETICS AND HEALTH CARE DISTRIBUTOR
897 N.E. PRIMA VISTA BLVD
PORT STE. LUCIE , FL 34952

TELEPHONE: 1-800-318-1710

JW
1-29-96