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AUSTIN O. BONIDY
ATTORNEY AT LAW

OFFICE ADDRESS:
4900 S.W. 64TH AVENUE
DAVIE, FLORIDA
33314-5209

BROWARD LINE
525-1245

MAILING ADDRESS:
P.O. BOX 292891
DAVIE, FLORIDA
33328-2891
FAX: 561-7833

RECEIVED
FEB 23 1996
TALLAHASSEE, FLORIDA

February 21, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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Re: CLAIRE de MAR, INC.

Dear Sirs:

Enclosed herewith please find the original and one copy of the Certificate of Incorporation of CLAIRE de MAR, Inc., a Florida Corporation.

You are requested to send one certified copy of the Certificate of Incorporation to this office.

I am enclosing a check in the amount of \$122.50 to cover the following expenses:

Filing Fee	35.00
Certified copy of Certificate	52.50
Resident Agent Certificate Form	35.00
	<u>122.50</u>

Your cooperation in this matter will be greatly appreciated.

Yours very truly,

Austin O. Bonidy
Austin O. Bonidy

AOB/ik
Enclosures (3)

F. CHESSEY FEB 26 1996

CERTIFICATE OF INCORPORATION

OF

CLAIRE de MAR, INC.

I, the undersigned, hereby associate for the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for-profit

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be CLAIRE de MAR, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

A. To teach, at its place of business or other locations, by seminars or by correspondence, both sexes the art of cosmetology, make-up, color therapy, and any and all related matters in the field of entertainment, television and or any related field.

B. To have broad powers in the field of cosmetology and make-up artistry, to do and perform anything necessary to advance recipient's knowledge and expertise in said fields, at whatsoever locations the need be required or requested.

C. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchises to carry on any kind of business or enterprise of the corporation on such terms as the corporation may deem expedient and proper.

D. To become party to any lawful agreement with any person, firm or company; to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any, or

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all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation either as holders of or interest in any property or otherwise, with all powers now or hereafter conferred by the laws of the State of Florida upon corporations.

The business of the corporation is from time to time to do any one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the State of Florida, or in any other State, Territory, or dependency of the United States, or in foreign countries, it being the intention that each of the objects, purposes and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner not to any extent limited or restricted by inference or reference by or from the terms of any clause of this statement, or any other paragraph of this charter or certificate.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be Fifty (50) shares of common stock at no par value. The common stock shall be payable in cash, property or services at a just valuation to be fixed by the Board of Directors at a regular or a special meeting called for that purpose. Property, labor or services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the Board of Directors.

ARTICLE IV

AMOUNT OF CAPITAL STOCK TO BEGIN BUSINESS

The amount of capital with which the corporation may commence business

and operate shall be a minimum of FIVE HUNDRED and 00/100 (\$500.00) DOLLARS.

ARTICLE V
PRINCIPAL OFFICE

The principal office of the corporation shall be located at 319 Walnut Street, Hollywood, Florida 33019, with the privilege of operating any branch office any place in the State, Territory or foreign country as the corporation deems advisable.

ARTICLE VI
CORPORATE EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII
NUMBER OF DIRECTORS

The number of Directors shall be not less than one (1) nor more than five (5), but the Bylaws may provide for such increases or decreases in number thereof as is authorized.

ARTICLE VIII
DIRECTORS

The names and post office address of the first Board of Directors of this Corporation are:

CLAIRE FAITHFULL
319 Walnut Street
Hollywood, Florida 33019

President, Secretary-Treasurer
and Director

ARTICLE IX
NAMES AND ADDRESSES OF SUBSCRIBERS

CLAIRE FAITHFULL	319 Walnut Street Hollywood, Florida 33019	50 Shares
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ARTICLE X
REGISTERED AGENT

CLAIRE FAITHFULL is hereby named as the original initial Registered Agent of this Corporation upon whom service of process may be had in accordance with the laws of the State of Florida, and the street address of the initial registered office of said agent is 319 Walnut Street, Hollywood, Florida 33019.

DATED this 19 day of February, 1996, at Fort Lauderdale, Broward County, Florida.


CLAIRE FAITHFULL
Subscriber and Registered Agent
CLAIRE de MAR, INC.

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CLARESSEE, FLORIDA

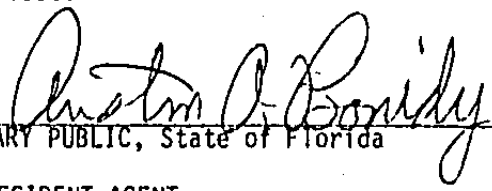
STATE OF FLORIDA }
COUNTY OF BROWARD } ss

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgments, CLAIRE FAITHFULL, to me known to be the person described in and who executed the foregoing Certificate of Incorporation, and she acknowledged before me that she executed same.

WITNESS my hand and official seal at the County of Broward and State of Florida, this 19 day of February, 1996.



Austin O. Bonidy
MY COMMISSION # 00504184 EXPIRES
February 14, 2000
BONDED THROUGH TROY TAIN INSURANCE, INC.


NOTARY PUBLIC, State of Florida

CERTIFICATE OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

THAT, CLAIRE de MAR, INC., a Corporation desiring to organize under the Laws of the State of Florida, has named CLAIRE FAITHFULL as its initial Resident Agent and Registered Agent, and the initial street address of the initial registered office of said initial Resident and Registered Agent is 319 Walnut Street, Hollywood, Florida 33019.

ACKNOWLEDGMENT:

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


CLAIRE FAITHFULL