

P960000193/8

February 26, 1996

TRANSMITTAL LETTER

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

SUBJECT: MAKEUP WORKS INTERNATIONAL, INC.

Enclosed is an original and (1) copy of the articles of incorporation and a check for:

\$78.75 Filing Fee & Certificate

From: ROSE ROBBINS
155 S. MIAMI AVENUE, PH
MIAMI, FL 33130

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*****78.75 *****78.75

Tel: 305/374-4339

3/14/96
RB

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: MAKEUP WORKS INTERNATIONAL, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: P.O. Box 1967, Pompano Beach, Florida 33061

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
Rose Robbins, Esq., 155 S. Miami Ave., PH, Miami, FL 33130

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Rose Robbins, Esq., 155 S. Miami Ave., PH, Miami, FL 33130

The undersigned incorporator has executed these Articles of Incorporation this 25 day of February, 1996.

ROSE ROBBINS
ROSE ROBBINS, ESQ.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MAKEUP WORKS INTERNATIONAL,
INC.
2. The name and address of the registered agent and office is:
Rose Robbins, Esq., 155 S. Miami Ave., PH, Miami, FL 33130

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated in
this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.

Rose Robbins
ROSE ROBBINS

2/26/96