

6/19/96

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NAME: COWKESWISS DISTRIBUTORS, INC.
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**ARTICLES OF INCORPORATION
OF
COSMESWISS DISTRIBUTORS, INC.**

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

**ARTICLE I
NAME**

The name of this corporation shall be:
COSMESWISS DISTRIBUTORS, INC.

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III
NATURE OF BUSINESS**

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To distribute, sell, promote and market cosmetic and skin care products and to engage in any related activity or any other business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV
AUTHORIZED SHARES**

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is Seven Thousand Five Hundred (7,500) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.

Lawrence E. Crary III
555 Colorado Avenue
Stuart, FL 34994
(561) 287-2600
FL Bar No. 0250414

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B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One (\$1.00) Dollar per share.

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

E. No classes of stock. The shares of the corporation are not to be divided into classes.

F. No share in series. The corporation is not authorized to issue shares in series.

ARTICLE V MAILING ADDRESS

The mailing address of the Corporation is: 555 Colorado Avenue, Stuart, FL 34994.

ARTICLE VI REGISTERED AGENT

The corporation's initial registered office and initial registered agent at that address shall be:

Lawrence E. Crary III

555 Colorado Avenue
Stuart, Florida 34994

ARTICLE VII INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. Directors need not be stockholders nor residents of the State of Florida.

ARTICLE VIII NAMES AND ADDRESSES OF INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, and until their successors shall have been elected and qualified, are as follows:

Marcel Martin

3245 Morningside Blvd.
Port St. Lucie, FL 34952

**ARTICLE IX
INCORPORATOR**

The name and address of the initial incorporator is as follows:

Lawrence E. Crary III

555 Colorado Avenue
Stuart, Florida 34994

**ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment to these Articles of Incorporation shall require the approval by the Board of Directors, whereupon it shall be proposed by the Board to the Stockholders, and, for adoption, shall require the approval at a Stockholder's meeting by a majority of the stock entitled to vote thereon; unless all the Directors and all the Stockholders sign a written statement adopting the proposed Amendment to these Articles of Incorporation.

**ARTICLE XI
BYLAWS**

The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

**ARTICLE XII
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Martin County, Florida, this 18TH day of June, 1996.


Lawrence E. Crary III

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STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 18th day of June, 1996 by Lawrence B. Crary III, (PLEASE CHECK ONE OF THE FOLLOWING) ☒ who is personally known to me OR ☐ who has produced (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) ☐ did OR ☒ did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.



(Print Name)

NOTARY PUBLIC

My Commission Expires:

(SEAL)



JANET S. GROSE
MY COMMISSION & COPIES EXPIRE
July 17, 1997
BANKER FIDELITY PLAN INSURANCE, INC.

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.


Lawrence E. Garry III
Registered Agent

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96 JUN 19 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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