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networks

PRUDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 019339 4732152

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 131.25

ORDER DATE : July 15, 1996

ORDER TIME : 10:11 AM

ORDER NO. : 019339

CUSTOMER NO: 4732152

CUSTOMER: Ms. Patty E. Davis
GARTNER BROCK & SIMON

400001898154

Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

DOMESTIC FILING

****RUSH/NEED TODAY** (PLEASE) BY 2PM IF POSSIBLE**
NAME: COVER GIRL, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

Patty Davis GAVE

EXAMINER'S INITIALS:

AUTHORIZATION BY PHONE TO

CORRECT Principal Address

DATE 7/15/96

DOC. EXAM CF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 15 PM 1:28

RECEIVED
96 JUL 15 AM 11:08
DIVISION OF CORPORATIONS
CF 7/15/96

EFFECTIVE DATE

7/12/96

ARTICLES OF INCORPORATION

OF

COVER GIRL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 15 PM 1:28

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:

ARTICLE I

Name

The name of the corporation is COVER GIRL, INC.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles or upon filing with the Department of State of the State of Florida, in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 10475 Fortune Parkway, Suite 201, Jacksonville, Florida 32256. The name and street address of the initial registered agent of the corporation is W. A. Gartner, 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207.

ARTICLE VI

Directors

This corporation shall initially have two directors. The number of directors may be increased or decreased from time to time by the bylaws but shall never be fewer than one. The name and street address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Robert L. Fleckenstein	10475 Fortune Parkway, Suite 201 Jacksonville, Florida 32256
Maylon D. Boatwright	10475 Fortune Parkway, Suite 201 Jacksonville, Florida 32256

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is W. A. Gartner, 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207.

ARTICLE VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, amended or repealed in the manner provided in the bylaws by either the shareholders or the directors.

ARTICLE IX

Restrictions on Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE X

Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

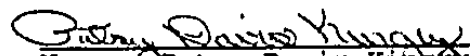
The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 12th day of July, 1996.


W. A. Gartner, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12th day of July, 1996, by W. A. Gartner.


Name: Patsy Davis Kingry
Notary Public, State of Florida
at Large.

My Commission Expires

(Notarized Seal)



X Personally known or Produced identification
Type of identification produced _____


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA AND NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 15 PM 1:20

In compliance with Section 48.091, Florida Statutes, the following is submitted:


COVER GIRL, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville, Florida, has named W. A. Gartner, located at 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207, as its agent to accept service of process within the State of Florida.


W. A. Gartner, Incorporator

Dated: July 12, 1996

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


W. A. Gartner, Agent for Service

Dated: July 12, 1996