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RONALD M. ZAKARIN *
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* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
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AND PENNSYLVANIA

NEW YORK OFFICE
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BOCA RATON (407) 361-9600
FAX (407) 361-9770

FILED
97 JAN 10 AM 8:09
TALLHASSEE, FLORIDA

January 3, 1997

VIA CERTIFIED MAIL

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

700002053417--1
-01/10/97--01007-002
***122.50 ***122.50

RE: **TULIPS COSMETICS, INC.**

Dear Sir/Madam:

Enclosed please find our law firm's check no. 4402 in the amount of \$ 122.50 for the filing of the enclosed Articles of Incorporation on the above named corporation.

The enclosed Articles were previously sent to you for filing but that action was cancelled by our client. I also enclose for your reference your cover letter saying we have 60 days from the date of said letter (November 21, 1996) to refile.

Kindly mail the Articles of Incorporation once filed to Schwartz, Gold, Cohen, Zakarin & Kotler, P.A. at the above address to the attention of Claudia. I have enclosed a self-addressed stamped envelope for your convenience in returning the document. Thank you in advance.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Claudia Liberman
Claudia L. Liberman, Legal Assistant

cc: Judith Princer

P. GIBSON JAN 16 1997

4-01089-001

check
not
here
& will
called 11/26
check held
for 30 days



NOV 25 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

NOV 5 1996

November 21, 1996

CLAUDIA L LIBERMAN LEGAL ASSISTANT
54 SW BOCA RATON BLVD
BOCA RATON, FL 33432-4708

SUBJECT: TULIPS COSMETICS, INC.
Ref. Number: W96000024735

then will
go to
controllers
until 12/19

TALLAHASSEE, FLORIDA
97 JAN 10 AM 8:09
FILED

We have received your document for TULIPS COSMETICS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 496A00053064

11/21/96 CORPORATE DETAIL RECORD SCREEN 8:08 AM
NUMBER: W96000024214 REJECTED FILING REJ: 11/15/1996
NAME : *****TULIPS COSMETICS*****
SUBMIT BY: DON'T FILE DOCUMENTS PLEASE SEND BACK. ANY QUESTIONS CALL CL
AUDIA AT 561-361-9600
USER, ID : NCULLIGAN

ARTICLES OF INCORPORATION

OF

TULIPS COSMETICS, INC.

ARTICLE I

NAME

The name of this corporation is

TULIPS COSMETICS, INC.

FILED
97 JAN 10 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and operate a cosmetics business.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify her from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of

directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is Judith A. Princer, 2334 S.W. Whitemarsh Way, Palm City, Florida 34990. The initial registered agent of this corporation is Judith A. Princer, with her address at 2334 S.W. Whitemarsh Way, Palm City, Florida 34990. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Judith A. Princer	2334 S.W. Whitemarsh Way Palm City, Florida 34990
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ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

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

Judith A. Princer
2334 S.W. Whitmarsh Way
Palm City, Florida 34990

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 11th day of Nov., 1996.

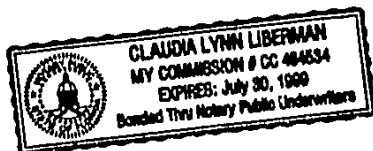
Judith A. Princer
JUDITH A. PRINCER

STATE OF FLORIDA)
COUNTY OF Palm Beach)

Sworn to and subscribed before me this 7th day of Nov, 1996, by Judith
A. Princer, who is personally known to me (or who has produced
_____ as identification) and who did take an oath.

(SEAL)

Claudia Lynn Liberman
Print Name: Claudia Lynn Liberman
Notary Public, State of Florida



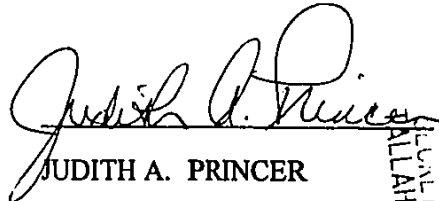
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

First--That Tulips Cosmetics, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida has named Judith A. Princer, 2334 S.W. Whitemarsh Way, Palm City, Florida 34990, its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


JUDITH A. PRINCER

(Registered Agent)

FILED
97 JAN 10 AM 8:09
TALLAHASSEE, FLORIDA