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TO: DIVISION OF CORPORATIONS
FROM: CARUNCHO & MUR, P.A.
CONTACT: DULCE A GARCIA
PHONE: (305) 569-9469

FAX #: (904) 422-4003
ACCT#: 072100000451
FAX #: (305) 441-0480

NAME: SOUTH BRACH COSMETICS CENTER, INC.
AUDIT NUMBER.....H97000002130

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SOUTH BEACH COSMETICS CENTER, INC.

ARTICLE I

NAME

The name of the corporation is SOUTH BEACH COSMETICS CENTER, INC. The mailing address of the corporation shall be c/o 2600 Douglas Road, Suite 501, Coral Gables, Florida 33134.

ARTICLE II

DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

Fax Audit No. (H97000002130 7)
This instrument prepared by:
Annette C. Onorati, Esq.
Fla. Bar No. 989230
CARUNCHO & MUR, P.A.
2600 Douglas Road
Suite 501
Coral Gables, Florida 33134
(305) 569-9469

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ARTICLE III

PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of \$.001 Dollar (\$0.001) par value common stock.

ARTICLE VI

INCORPORATOR

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

Annette C. Onorati, Esq.
CARUNCHO & MUR, P. A.
2600 Douglas Road, Suite 501
Coral Gables, FL 33134

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IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation
this 5th day of January, 1997.


Annette C. Onorati, Incorporator

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ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2600 Douglas Road, Suite 501, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Caruncho & Mur, P.A.

I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 5th day of February, 1997.

CARUNCHO & MUR, P.A.

By: Annette C. Onorati
Annette C. Onorati, Esq.
Attorney of Caruncho & Mur, P.A.

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