P97000036827

Charles W. Cairnes Jr. P.A.
CERTIFIED PUBLIC ACCOUNTANT
POST OFFICE BOX 14879
NORTH PALM BEACH, FLORIDA 33408-0879
PHONE (407)622-8989

FILED
97 APR 24 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 11, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

900002115969--5
-03/18/97--01043--003
*****78.75 *****78.75

Dear Sir:

Enclosed are the Articles of Incorporation of ~~System-Kosmetik International,~~ International Beauty Spa, Inc. and a check for $78.75 to cover the filing fee, certified copy and certificate designating registered agent.

Thank you for your help.

Sincerely,

C.W. Cairnes

Charles W. Cairnes Jr., CPA, P.A.

PH 4/24/97
W97-6695
3/24/97

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1997

CHARLES W. CAIRNES JR. P.A.
P O BOX 14879
N PALM BEACH, FL 33408-0879

SUBJECT: SYSTEM-KOSMETIK INTERNATIONAL, INC.
Ref. Number: W97000006695

We have received your document for SYSTEM-KOSMETIK INTERNATIONAL, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 497A00014680

# ARTICLES OF INCORPORATION

## OF

## ~~SYSTEM-KOSMETIK INTERNATIONAL~~
INTERNATIONAL BEAUTY SPA. INC.

FILED
97 APR 24 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person of the age of twenty-one (21) years or more and a subscriber to the shares of the Corporation to be organized hereunder, for the purpose of forming a corporation under Chapter 607 of the Official Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation.

### ARTICLE I

The name of the Corporation is: INTERNATIONAL BEAUTY SPA ~~System-Kosmetik International~~, Inc. The address of the initial business office shall be: 165 Chilian Avenue, Palm Beach, FL. 33480.

### ARTICLE II

The street address of the initial registered office shall be: 165 Chilian Avenue, Palm Beach, FL. 33480; and the name of the initial registered agent at that address shall be: Maria Teresa Huismann.

### ARTICLE III

The capital stock of the Corporation will consist of 7500 shares of common stock, par value $1.00 per share.

### ARTICLE IV

The name and place of residence of the incorporator is as follows:

| NAME | RESIDENCE |
|---|---|
| Maria Teresa Huismann | 168 Sunset Ave #2<br>Palm Beach, FL 33480 |

### ARTICLE V

The Board of Directors of the Corporation shall consist of not less than one (1) and not more than five (5) persons who shall be elected at the first meeting of the stockholders, but the directors need not be stockholders. The property and business of the Corporation shall be managed and controlled by the Board of Directors. The names and addresses of the members of the first Board of

Directors, who shall hold office until their successors are elected or appointed and have qualified are :

| NAME | RESIDENCE |
| --- | --- |
| Maria Teresa Huismann | 168 Sunset Ave #2<br>Palm Beach, FL 33480 |

**ARTICLE VI**

The nature of the business and the objects and purposes for which the Corporation is formed and which may be transacted, promoted and carried on by the Corporation are to do any and all business permitted under the laws of the State of Florida.

**ARTICLE VII**

The by-laws of the Corporation may be amended, altered or repealed by the Board of Directors.

**ARTICLE VIII**

The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

**ARTICLE IX**

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this Corporation, does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

**ARTICLE X**

Each director or officer, or former director or officer of this Corporation and his legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him as a result of any action, suit, proceeding or claim in which he is made a part by reason of his being or having been such director or officer; and any person who, at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative, shall; in like manner be indemnified by this Corporation; provided, that in neither case shall the Corporation indemnify such director or officer with respect to any matters in which he shall be finally adjudged in any such action, suit, or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, or proceeding or claim asserted against such director or officer (including expenses, counsel fees and cost reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct; but, in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the shareholders at a duly called special meeting or a regular meeting. In determining whether a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of; any other rights to which such director or officer may be lawfully entitled.

## ARTICLES XI

No stock in this corporation shall be sold or transferred other then by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which said stock is offered to others.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of MARCH, 1997.

Maria C. Huismann

State of Florida )
County of Palm Beach )

The foregoing instrument was acknowledged before me this 11TH day of MARCH, 1997, by MARIA TERESA HAISMANN who is personally known to me or who has produced FL DRIVERS LICENSE as identification and who did not take an oath. H 255-558-54-677-0

NOTARY PUBLIC STATE OF FLORIDA
CHARLES W. CAIRNES, JR.
COMMISSION # CC 318703
EXPIRES OCT 25, 1997
Atlantic Bonding Co., Inc.
800-732-2245

Charles W. Cairnes Jr

Notary

attached to articles of incorporation of ~~System-Kosmetik International~~ INTERNATIONAL BEAUTY SPA, Inc..

FILED
97 APR 24 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# REGISTERED AGENT CERTIFICATE

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

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

INTERNATIONAL BEAUTY SPA

That ~~System Kosmetik International~~, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation located at City of Palm Beach, FL 33480, County of Palm Beach, State of Florida, has named Maria Teresa Huismann as 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 the 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.

Maria T. Huismann

Maria Teresa Huismann,
Registered Agent