

**YOU'RE THE BEST! Inc. Personal Image Services**

Helping Women Look and Feel Their Very Best, Featuring:

**BeautiControl Cosmetics® THE WORLD'S PREMIER SKIN CARE AND IMAGE COMPANY**

340 SW 18 Court, Pompano Beach, FL 33060 ♦ (954) 941-9800

**D98000022976**

March 6, 1998

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\*\*\*\*\*131.25 \*\*\*\*\*131.25

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Per your enclosed letter I am resubmitting My Articles of Incorporation which includes the needed registered agent statement. If you have any further questions, please feel free to call me at the above number.

Thank you,

*P. Kelly Kuntze*

P. Kelly Kuntze,  
YOU'RE THE BEST!, Inc.

FILED STATE  
SECRETARY OF CORPORATIONS  
98 MAR 11 PM 1:25

789,2537,611,2551,2550

W/8-4709

♦FREE SKIN CONDITION ANALYSIS

♦ FREE COLOR ANALYSIS

You can also page me at: (954) 325-page, then "954-325-1868"

D. BROWN MAR 11 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 3, 1998

P. KELLY KUNTZE  
340 SOUTH WEST 18TH COURT  
POMPANNO BEACH, FL 33060

SUBJECT: YOU'RE THE BEST!, INC.  
Ref. Number: W98000004709

We have received your document for YOU'RE THE BEST!, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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 (850) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 298A00011733

ARTICLES OF INCORPORATION  
OF

YOU'RE THE BEST! INC.

The undersigned, being of legal age, hereby forms the following corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I. - NAME

The name of the Corporation shall be:  
YOU'RE THE BEST!, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. - ADDRESS

The initial address of this Corporation in the State of Florida is:  
340 SW 18 Court, Pompano Beach, FL 33060.

ARTICLE IV. - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 100 shares of common stock at \$5.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V. - INITIAL REGISTERED AGENT

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

PAULINE K. KUNTZE  
340 SW 18 Court  
Pompano Beach, FL 33060

ARTICLE VI. - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may change from time to time on such manner as may be prescribed by the BY-LAWS, but shall never be less than one (1).

ARTICLE VII. - INITIAL DIRECTOR(S)

The name and street address of the initial, single Director, who shall hold office and manage the Corporation in accordance with the BY-LAWS, is as follows:

Pauline Kelly Kuntze  
340 SW 18 Court  
Pompano Beach, FL 33060

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98 MAR 11 PM 1:25

#### ARTICLE VIII. - INCORPORATOR

The name and street address of the Incorporator to the Articles of Incorporation is as follows:

Pauline Kelly Kuntze  
340 SW 18 Court  
Pompano Beach, FL 33060

#### ARTICLE IX. - INDEMNIFICATION OF DIRECTORS

A. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his/her being or having been a Director or any officer of the Corporation, or a Director or officer of any other corporation which he/she served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorney's fees, actually and necessarily incurred by him/her in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation.

B. The Corporation shall indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in his capacity as Director or as an officer of the Corporation, or in the capacity of a Director or officer of any other corporation which he served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorney's fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he/she had reasonable grounds for belief that such action was unlawful.

#### ARTICLE X. - DIRECTOR'S LIABILITY

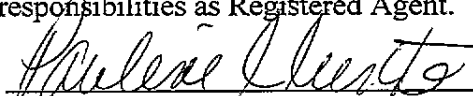
No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the BY-LAWS. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as a Director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All cost and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to, expenses incurred in the course of attending trials, conferences, depositions, hearings and meeting, shall be paid by the Corporation, and in the event of a judgement or decree being rendered against the Director, the Corporation shall indemnify and save him harmless.

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DIVISION OF CORPORATIONS  
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The undersigned, being the original subscriber and incorporator of the foregoing corporation, have executed these Articles of Incorporation this 9th day of March, 1998.

and,

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

  
Pauline K. Kuntze *K532671-66753-0*  
Incorporator/Registered Agent

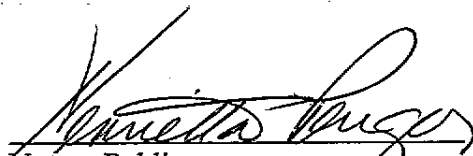
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State and County above to take acknowledgements, personally appeared PAULINE K. KUNTZE to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above this

9 day of MARCH, 1998.

  
Notary Public

My Commission Expires:

