

TRANSMITTAL LETTER

P99000015086

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: D I J E Cosmetics, Inc.
(Proposed corporate name - must include suffix)

700002775797--3
-02/15/99--01125--002
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Dina Dawson
Name (Printed or typed)

1228 Northwest 50th ST
Address

Pompano Beach, FL 33069
City, State & Zip

954-786-5899
Daytime Telephone number

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 PM 3:40

NOTE: Please provide the original and one copy of the articles.

R. Purinton FEB 16 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 15 PM 3:40

**ARTICLES OF INCORPORATION
OF**

DIJE COSMETICS, INC.

Article I - Name

The name of this corporation is DIJE COSMETICS. INC. with it's principle and mailing address being:

1228 Northwest 50th St.
Pompano Beach, FL, 33064

Article II - Duration

This corporation shall exist perpetually, unless sooner dissolved according to law.

Article III - Purpose

This corporation is organized for the following purpose: To sell cosmetics; to buy and sell commercial paper and collateral; consummate and collect loans; own, manage and lease real estate and for the purpose of transacting any or all other lawful business permitted under the laws of the United States of America and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 100.00 shares of (\$4.00) par value common stock, which shall be designated "Common Shares",

Section 1. Voting Rights

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 Shares.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

1228 Northwest 50th St.
Pompano Beach, FL 33064

and the name of the initial registered agent of this corporation at that address is

Juan Carlos Osorio 

Article VI - Initial Board of Directors

This corporation shall have two directors 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. The names and addresses of the initial directors of this corporation are:

Dina Dawson 811 Southeast 22nd Avenue, #5 
Pompano Beach, FL 33062

Jennifer Osorio 1228 Northwest 50th Avenue
Pompano Beach, FL 33064

Article VII - Incorporator

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

Richard Rodis 3283 Coral Hills Dr. #8
Coral Springs, FL 33065

Article VIII - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

Article IX - Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names

Dina Dawson 65%

Jennifer Osorio 35%

Shares held by the initial shareholders listed above may be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms of which, and the time within which, such shares may be offered and sold shall be *further* specified by written agreement among all of the shareholders and this corporation. *ago*

Article X - Cumulative Voting

At each election for directors every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

Article XI - Management of Corporation by the Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XII - Powers

This corporation shall have the corporate power:

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain, and defend in its corporate name, in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to, and use its credit to assist its officers and employees in accordance with 607.141.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contract and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or within the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To transact any lawful business which the board of directors shall find to be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

Article XIII - Directors Compensation

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XIV - Reduction in Stated Capital

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by an action requiring or constituting an amendment of the articles of incorporation.

Article XV - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debt in any extent what ever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

Article XVI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 5th day of February 1999


Dina Dawson

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


Juan Carlos Osorio 

In pursuance with chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First - That DiJe Cosmetics Inc.

desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the articles of incorporation at the City of Pompano Beach, in the County of Broward, and State of Florida, has named JUAN CARLOS OSORIO located at: 1228 Northwest 50th Street, State of Florida as its agent to accept service of process within this state. 

ACKNOWLEDGMENT:



Sign

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.

Juan Carlos Osorio 

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a notary public authorized to take acknowledgment in the State and County set forth above, personally appeared Dina Dawson, known to me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

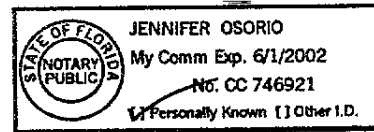
Dina Dawson 2/4/99

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,
in the State and County aforesaid,
this 4 day of February (YEAR). 99

Jennifer Osorio

NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



FILED
CLERK OF STATE
OSORIO OF CORPORATION
99 FEB 15 PM 3:40