

P98000010515

TRANSMITTAL LETTER

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

SUBJECT: Continental Cosmetics, Inc.

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
- \$122.50 Filing Fee & Certified Copy
- \$131.25 Filing Fee Certified Copy & Certificate

FROM: THE LAW OFFICES OF
LILIAN SREDNI, ESQ.
21332 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FL 33180
(305) 466-9411

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Articles of Incorporation
of
Continental Cosmetics, Inc.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation shall be:

Continental Cosmetics, Inc.

**ARTICLE II
TERM OF EXISTENCE**

This Corporation shall exist perpetually or until dissolved by due process of law.

**ARTICLE III
PURPOSE**

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE OR MAILING ADDRESS**

The initial principal office of the corporation, and the mailing address of the corporation shall be:

c/o Lilian Sredni, P. A.
21332 W. Dixie Highway
North Miami Beach, FL 33180

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue one class of voting common stock at a par value of

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\$1,200,000 shares of voting common stock class A and B shall be authorized. Shares shall be issued as in the following percentages:

Jose Glaser	500 shares
Michel Farah	500 shares

ARTICLE VI
PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its by-laws.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of the Corporation in the State of Florida shall be:

21332 W. Dixie Highway
North Miami Beach, FL 33180

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

Lilian Sredni, P.A.

ARTICLE VIII
INCORPORATOR

The name and address of each incorporator is as follows:

Jose Glaser and Michel Farah
c/o Lilian Sredni, P. A.
21332 W. Dixie Highway
North Miami Beach, FL 33180

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The number of directors constituting the board is one (1). The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one. Directors shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the by-laws.

The initial Board of Directors shall consist of one member whose names and addresses follow:

1. Jose Glaser
c/o Lilian Sredni, P. A.
21332 W. Dixie Highway
North Miami Beach, FL 33180

The initial officers of the Corporation shall be:

President Jose Glaser

ARTICLE X
VOTING FOR DIRECTORS

All shareholders of voting common stock or a voting group of shareholders designated in the by-laws are not entitled to cumulate their votes for directors.

The initial by-laws of this Corporation shall be adopted by the Board of Directors. The by-laws may be amended from time to time by the unanimous vote of either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any by-laws adopted by the Directors. The Directors may not alter, amend or repeal any by-laws adopted by the Stockholders, nor may the Directors adopt by-laws which would be in conflict with the by-laws adopted by the Stockholders.

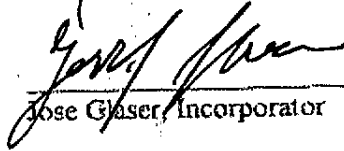
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law, and all rights conferred upon Stockholders herein are granted subject to that reservation.

Any Incorporation or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively

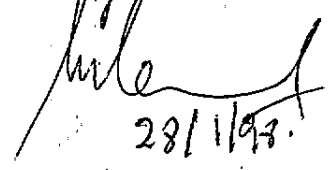

be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

The Corporations shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, or Officers of, such Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of January, 1998.



Jose Glaser, Incorporator

Seen by Michael Farah.

28/1/98.


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Continental Cosmetics, Inc.
2. The name and address of the registered agent and office is:

LILIAN SREDNI, P.A.
21332 W. DIXIE HIGHWAY
NORTH MIAMI BEACH, FL 33180

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


LILIAN SREDNI, P.A.


DATE

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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