



Department of State.

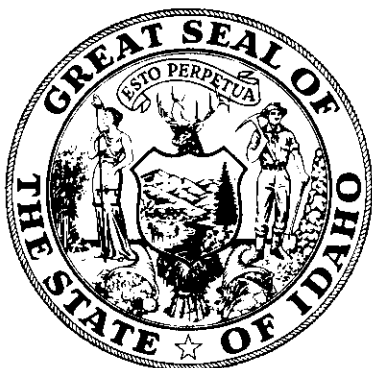
**CERTIFICATE OF AUTHORITY
OF**

NUTRIENT COSMETIC, LTD.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NUTRIENT COSMETIC, LTD. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to NUTRIENT COSMETIC, LTD. to transact business in this State under the name NUTRIENT COSMETIC, LTD. and attach hereto a duplicate original of the Application for such Certificate.

Dated June 18, 19 82.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

SECRETARY OF STATE

1. The name of the corporation is NUTRIENT COSMETIC, LTD.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Pennsylvania
4. The date of its incorporation is December 22, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2655 Philmont Avenue, Huntingdon Valley, Pennsylvania 19006
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To operate and franchise retail cosmetic shops.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Harold Katz	President & Director	2655 Philmont Avenue Huntingdon Valley, PA 19006
Gordon Lewis	Exec. Vice President	2655 Philmont Avenue Huntingdon Valley, PA 19006
Robert Greenberg	Vice President	2655 Philmont Avenue Huntingdon Valley, PA 19006
Arthur Rea, Jr.	Secretary	2655 Philmont Avenue Huntingdon Valley, PA 19006

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 27, 1982

NUTRIENT COSMETIC, LTD.

By

Gordon Lewis

Its Exec. V. President

and

Arthur Rea, Jr.

Its Secretary

STATE OF Pennsylvania)

) ss:

COUNTY OF Montgomery)

I, MARLENE L. COHEN, a notary public, do hereby certify that on this 27th day of MAY, 1982, personally appeared before me Gordon Lewis, who being by me first duly sworn, declared that he is the Exec. Vice President of NUTRIENT COSMETIC, LTD.

that he signed the foregoing document as Exec. V. President of the corporation and that the statements therein contained are true.

Notary Public MARLENE L. COHEN

Notary Public, Phila., Phila. Co.

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes any document other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

SECRETARY OF STATE

APPLICANT'S ACCT NO

OSCS BCL-204 (Rev. 8-72)

Filing Fee: \$75
ADD 1

Articles of
Incorporation—
Domestic Business Corporation

81 - 79 1567

(Line for numbering)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 22nd day of December, 1981.
Commonwealth of Pennsylvania
Department of State

William L. Davis

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 204 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1204) the undersigned, desiring to be incorporated as a business corporation, hereby certifies (certify) that:

1. The name of the corporation is:

NCL ACQUISITION, INC.

2. The location and post office address of the initial registered office of the corporation in this Commonwealth is:

2655 Philmont Avenue
Huntingdon Valley, Pennsylvania 19006

3. The corporation is incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

To engage in or do any lawful act concerning any or all lawful businesses for which corporations may be incorporated.

4. The term for which the corporation is to exist is: perpetual

5. The aggregate number of shares which the corporation shall have authority to issue is:

One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) each.

DSCB BCL-206 (Rev. 8-72)-2

6. The names and post office addresses of each incorporator and the number and class of shares subscribed by such incorporator is/are:

NAME	ADDRESS (including street and number, if any)	NUMBER AND CLASS OF SHARES
George Lewis	123 S. Broad St., Phila., PA 19109	100 common

7. Shareholders shall not have the right of cumulative voting.

8. The directors may make, alter, amend and repeal the by-laws subject to the power of the shareholders to change such action.

IN TESTIMONY WHEREOF, the incorporator has (have) signed and sealed these Articles of Incorporation this 21st day of December, 1981.

(SEAL)

George Lewis

(SEAL)

(SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. For general instructions relating to the incorporation of business corporations see 19 Pa. Code Ch. 35 (relating to business corporations generally). These instructions relate to such matters as corporate name, stated purpose, term of existence, authorized share structure and related authority of the board of directors, inclusion of names of first directors in the Articles of Incorporation, optional provisions on cumulative voting for election of directors, etc.
- B. One or more corporations or natural persons of full age may incorporate a business corporation.
- C. Optional provisions required or authorized by law may be added as Paragraphs 7, 8, 9 . . . etc.
- D. The following shall accompany this form:
 - (1) Three copies of Form DSCB BCL-206 (Registry Statement Domestic or Foreign Business Corporation).
 - (2) Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name).
 - (3) Any necessary governmental approvals.
- E. BCL 9205 (15 Pa. S. 91205) requires that the incorporators shall advertise their intention to file or the corporation shall advertise the filing of articles of incorporation. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

Commonwealth of Pennsylvania
Department of State

81-79 1569



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth
To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

NCL ACQUISITION, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth,
at the City of Harrisburg, this 22nd day
of December in the year of our
Lord one thousand nine hundred and eighty-one
and of the Commonwealth the two hundred sixth



William R. Davis

Secretary of the Commonwealth

0746592

CAPITOL PARALEGAL SERVICES INC
ATTN: PAULA WASHBURN
240 N 3RD ST
PO BOX 1177
HARRISBURG, PA 17108

Commonwealth of Pennsylvania

81-79 1569

Department of State



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth
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Whereas, The stipulations and conditions of the Law have been fully complied with by

NCL ACQUISITION, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth,
at the City of Harrisburg, this 22nd day
of December in the year of our
Lord one thousand nine hundred and eighty-one
and of the Commonwealth the two hundred sixth



William R. Davis

Secretary of the Commonwealth

0746592

CAPITOL PARALEGAL SERVICES INC
ATTN: PAULA WASHBURN
240 N 3RD ST
PO BOX 1177
HARRISBURG, PA 17108

APPLICANT'S ACCOUNT NO.

DSCB BCL-806 (Rev. 8-72)

Filing Fee \$40
AB 2

Articles of
Amendment—
Domestic Business Corporation

82-13 1111

(Line for numbering)
751605

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 12th day of
March 1982

Commonwealth of Pennsylvania
Department of State

William C. Collins

Secretary of the Commonwealth dp

(Box for Certification)

In compliance with the requirements of section 806 of the Business Corporation Law act of May 5, 1933 (P. L. 364) (15 P. S. §1806), the undersigned corporation, desiring to amend its Articles, does hereby certify that

1. The name of the corporation is:
ECL ACQUISITION, INC.

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

2655 Philmont Avenue

(NUMBER)

Huntingdon Valley

(CITY)

Pennsylvania

(STREET)

19006

(ZIP CODE)

3. The statute by or under which it was incorporated is:
PA BCL Section 204

4. The date of its incorporation is: December 22, 1981

5. (Check, and if appropriate, complete one of the following):

☐ The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The _____ day of _____, 19____

Place: _____

Kind and period of notice _____

☒ The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:

(a) The total number of shares outstanding was:
100

(b) The number of shares entitled to vote was:
100

82-13

1112

In the action taken by the shareholders

The number of shares voted in favor of the amendment was

100

The number of shares voted against the amendment was

- 0 -

The amendment adopted by the shareholders set forth in full is as follows

RESOLVED: That Article 1 of the Articles of Incorporation of this corporation be and are hereby amended to read as follows:

1. The name of the corporation is NUTRIENT COSMETIC, LTD.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal duly attested by another such officer, to be hereunto affixed this 1st day of MARCH, 1982

Attest:

GORDON (SIGNATURE)
ASST. SECY (TITLE SECRETARY ASSISTANT SECRETARY ETC.)

NCL ACQUISITION, INC.

(NAME OF CORPORATION)

By

GORDON LEWIS (SIGNATURE)
VICE PRESIDENT (TITLE PRESIDENT VICE PRESIDENT ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM

- A. Any necessary copies of Form DSCB 17.2 (Consent to Appropriation of Name) or Form DSCB 17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.
- D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).
- E. If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth in Paragraphs 7(a) and 7(b).
- F. BCL §807 (15 P. S. §1807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

82-K 1113

Commonwealth of Pennsylvania



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, in and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

NCL ACQUISITION, INC.
Name Changed to:
NUTRIENT COSMETIC, LTD.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 12th day of March in the year of our Lord one thousand nine hundred and eighty-two and of the Commonwealth the two hundred and sixth.

William R. Davis
Secretary of the Commonwealth

Commonwealth of Pennsylvania



June 8, 1982

To All to Whom These Presents Shall Come: Greeting:

IN RE: 'NCL Acquisition, Inc.' now
"NUTRIENT COSMETIC, LTD."

*I, WILLIAM R. DAVIS, Secretary of the Commonwealth of the
Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a
true and correct photocopy of Articles of Incorporation and all Amendments
which appear of record in this Department.*



*IN TESTIMONY WHEREOF, I have hereunto set
my hand and caused the seal of the Secretary's
Office to be affixed, the day and year above
written.*

William R. Davis

Secretary of the Commonwealth