

CERTIFICATE OF AUTHORITY  
OF

REVGROUP PRI MERGER CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of REVGROUP PRI MERGER CORP.

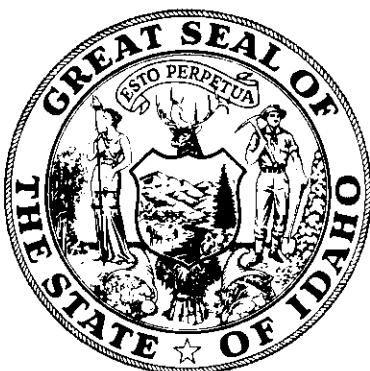
\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to REVGROUP PRI MERGER CORP.

to transact business in this State under the name REVGROUP PRI MERGER CORP.

\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated June 20, 1986



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

JUN 20 10 10 AM '86  
IDAHO STATE

1. The name of the corporation is \_\_\_\_\_

REVGROUP PRI MERGER CORP.

2. The name which it shall use in Idaho is \_\_\_\_\_ REVGROUP PRI MERGER CORP.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of \_\_\_\_\_ New York \_\_\_\_\_

4. The date of its incorporation is \_\_\_\_\_ June 9, 1986 \_\_\_\_\_ 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 \_\_\_\_\_ 511 Benedict Avenue, Tarrytown, New York 10591 \_\_\_\_\_

6. The address to which correspondence should be addressed, if different from that in item 5. \_\_\_\_\_

7. The street 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 \_\_\_\_\_

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: \_\_\_\_\_  
See Attached Rider \_\_\_\_\_

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
	See Attached Rider	

(continued on reverse)

Name

Office

Address

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

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: June 18, 1986

REVGROUP PRI MERGER CORP.

(Corporation Name)

By Robert Barker  
~~Robert Barker - Vice President~~ / ~~Vice President~~ (Please specify)

and Glenn Dickes  
 Its Secretary / Assistant Secretary (please specify)  
 Glenn Dickes

STATE OF NEW YORK )  
 ) ss:  
 COUNTY OF NEW YORK )

I, Geraldine D'Ambrosio, a notary public, do hereby certify that on this 18th day of June, 19 86, personally appeared before me ~~Robert Barker~~ Robert Barker, who being by me first duly sworn, declared that ~~he~~ he is the Vice President of REVGROUP PRI MERGER CORP.

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

Geraldine D'Ambrosio  
 Notary Public

GERALDINE D'AMBROSIO  
 Notary Public, State of New York  
 No. 24-4661181  
 Qualified in Kings County  
 Commission Expires March 30, 1987

## PURPOSES

\* \* \* \* \*

The corporation was formed to manufacture, prepare, buy, sell, deal in, trade in, lease, import and export chemical, pharmaceutical and medicinal products, preparations, and compounds; drugs, chemicals and medicines; chemists', physicians', surgeons', dentists', laboratory and scientific supplies, equipment and apparatus; machinery, apparatus, equipment, and supplies necessary for the business of chemical, biological, pathological and scientific laboratories and of articles and things used in the manufacture, maintenance and working thereof, and also all apparatus and implements and things for use in connection with the same; and to manufacture, buy, sell, lease, repair, alter and in all other respects deal with any and all kinds of apparatus, machinery, implements, materials, and articles which shall be capable of being used for the purpose of or in connection with any business herein mentioned, or likely to be required by customers of any such business; to manufacture, purchase or otherwise acquire, to hold, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in or deal with goods, wares and merchandise of every class and description; to acquire and undertake the whole or any part of the business, property, assets and liabilities of any person,

firm or corporation; to apply for, purchase or otherwise acquire, and to hold, use, operate and to sell, assign or otherwise dispose of, to grant licenses in respect of or otherwise turn to account any and all Letters Patent of the United States or of other countries, and applications for Letters Patent, and also any and all inventions, improvements, and processes used in connection with, or secured under such Letters Patent or applications for Letters Patents of the United States or elsewhere or any interest therein, or right or license thereto or thereunder, or otherwise, and, with a view to developing of the same, to hold, purchase, or otherwise acquire, to sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock or other evidence of indebtedness created by any other corporation or corporations, and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon to the same extent as a natural person might or could do; and to do all such acts and things as may be necessary or proper for the better carrying into effect the true intent and meaning thereof.

R I D E R

LIST OF OFFICERS AND DIRECTORS

Fred L. Tepperman President & Director	55 Greentree Drive Scarsdale, NY 10583	c/o Revlon Group Incorporated 21 East 63rd Street New York, NY 10021
Frederick W. McNabb, Jr. Sr. VP, Secy. & Dir.	78 Valley Road New Canaan, CT 06840	c/o Revlon Group Incorporated 21 East 63rd Street New York, NY 10021
Carl T. Tsang Controller & VP	18 Sutherland Road Montclair, NJ 07042	c/o Revlon Group Incorporated 21 East 63rd Street New York, NY 10021
Wade H. Nichols III Vice President	299 Pondfield Road Bronxville, NY 10708	c/o Revlon Group Incorporated 21 East 63rd Street New York, NY 10021
Robert Barker Vice President	304 Mulberry Street New York, NY 10012	Skadden, Arps, Slate, Meagher & Flom 919 Third Avenue New York, NY 10022
Glenn P. Dickes Asst. Secy. & Dir.	141 West 87th Street New York, NY 10024	c/o Revlon Group Incorporated 21 East 63rd Street New York, NY 10021
Mary Barnes Jenkins Assistant Secretary	24 Prospect Drive Greenwich, CT 06830	c/o Revlon, Inc. 767 5th Avenue New York, NY 10153

State of New York }  
Department of State } ss:

JUN 20 10 10 AM '86  
DEPARTMENT OF STATE

**I Hereby Certify,** *that I have made diligent examination of the index of corporation papers filed in this Department for a certificate, order or record of a dissolution of*


REVGROUP PRI MERGER CORP.

*the certificate of incorporation of which corporation was filed June 9, 1986, with perpetual duration,*

*and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.*

**Witness**

*my hand and the official seal of the Department of State at the City of Albany, this 10th day of June one thousand nine hundred and Eighty-Six*

  
Secretary of State