

**FILED/EFFECTIVE**

## ARTICLES OF MERGER

**JUN 5 2 01 PM '00**uant to the provisions of section 30-1-1105 of the Idaho Business Corporation Act, the parties execute the following Articles of Merger:

**SECRETARY OF STATE**  
**STATE OF IDAHO**

### 1. Name and Jurisdiction of Parties

Name	Jurisdiction
Beauty For All Seasons, Inc. (Merging Corporation)	Idaho
Beauty For All Seasons International, Inc. (Surviving Corporation)	California
Jeunique International, Inc. (Parent Corporation)	California

### 2. Plan of Merger

#### 2.1. Effective Date

The effective date of the merger is June 2, 2000.

#### 2.2. Type of Reorganization

The plan for reorganization shall come within the provisions of section 368(a)(1)(A) or 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended.

On the effective date, Merging Corporation shall merge into Surviving Corporation. The Surviving Corporation is a subsidiary of Parent Corporation. After the merger, the separate corporate existence of Merging Corporation shall cease, and Surviving Corporation shall continue under the laws of the State of California.

#### 2.3. Exchange of Stock

Immediately prior to the merger, each share of the common stock of Merging Corporation shall be canceled and converted into 1.51 fully paid and nonassessable shares of the common stock of Parent Corporation.

#### 2.4. Liabilities

As a result of the merger, all liabilities of Merging Corporation shall be assumed by Surviving Corporation.

### 3. Shareholder Approval

#### 3.1. Merging Corporation

Shareholder approval was obtained. The total number of shares issued, outstanding and entitled to vote is 1,198,426. The number of shares cast in favor of the merger was 1,198,426.

**IDAHO SECRETARY OF STATE**

**06/07/2000 09:00**  
**CK: 12046 CT: 19577 DH: 324354**

**1 @ 30.00 = 30.00 MERGER # 5**

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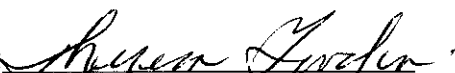
### 3.2. Surviving Corporation

Shareholder approval was obtained. The total number of shares issued, outstanding and entitled to vote is 100. The number of votes cast in favor of the merger was 100.


### 4. Merger Agreement

The merger agreement effecting the merger has been signed and is on file at the offices of Surviving Corporation.

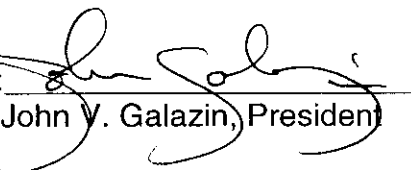
#### Beauty For All Seasons International, Inc.

By:   
Its Theresa Goodwin, Secretary

#### Jeunique International, Inc.

By:   
Its Kenneth R. Finn, President

#### Beauty For All Seasons, Inc.

By:   
Its John V. Galazin, President

BEAUTY FOR ALL SEASONS, INC.  
NOT A PART OF THE MERGER  
NOT A PART OF THE MERGER  
NOT A PART OF THE MERGER