

State of Idaho

Department of State

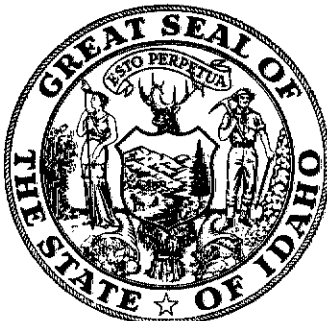
CERTIFICATE OF AUTHORITY OF

NKS, INC.
dba NANCY KELLY SKINCARE INC.
File Number C 114841

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NKS, INC. for a Certificate of Authority to transact business in this State, duly executed 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 NKS, INC. to transact business in this State under the name NANCY KELLY SKINCARE INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 3, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seidel*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

APR 10 10 21 AM '95
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is NKS, INC
2. The name which it shall use in Idaho is NKS, INC dba NANCY KELLY SKINCARE INC.
3. It is incorporated under the laws of State of Delaware
4. Its date of incorporation is Nov 22/95 and its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is The Company Corporation, Regina Cephas, Three CHRISTINA CENTRE
201 N, WALNUT ST., Wilmington, Delaware, 19801
6. The address to which correspondence should be addressed, if different than item 5, is _____
N. Kelly, Box 4474, Ketchum, IDAHO, 83340
7. The street address of its registered office in Idaho is 141 FOUR SEASONS WAY, Ste 22, Ketchum
Idaho, 83340-4474, and its registered agent in Idaho at that address is Nancy Kelly
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
RETAIL + SERVICE
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>NANCY Kelly</u>	<u>PRESIDENT</u>	<u>Box 4474, Ketchum, ID. 83340</u>
<u>BRIAN Kelly</u>	<u>VICE PRESIDENT</u>	<u>Box 4474, Ketchum, ID. 83340</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

Dated: 4/9/96

NKS, INC.
(Corporation name)

By Nancy Kelly
Its President, Vice President, Secretary or Assistant Secretary
(please specify)

IDAHO SECRETARY OF STATE
Secretary of State use only
DATE 04/10/1996 0900 53277
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State of Delaware
Office of the Secretary of State

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APR 10 10 21 AM '96
SECRETARY OF STATE
STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "NKS, INC." IS DULY INCORPORATED
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING
AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF
THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF FEBRUARY, A.D.
1996.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2563662 8300

DATE: 7848114

960058651

02-29-96

4/30/96

Secretary of State
Room 203
Statehouse
Boise, Idaho
83720

May 3 9 57 AM '96

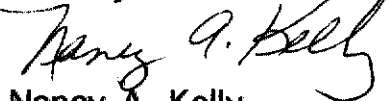
SECRET
STATE - ID

To who this may concern.

I was recently advised that my application and registration of my out of state corporation "NKS, INC" of Delaware was received by your office. However, you apparently have another corporation registered in the same name as mine from a different state. I was told to write you with the DBA I shall be using. This will be "NANCY KELLY SKINCARE INC." Please include this in your records and all future correspondence with my corporation.

Please contact me if you need any further information.

Thank you.



Nancy A. Kelly
President
NKS, INC, dba Nancy Kelly Skincare Inc.,
Box 4474
Ketchum, Id
83340
208-726-5400