

21718-i

# State of Idaho

## Department of State

### CERTIFICATE OF EXCHANGE

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Exchange of SANS PRIX COSMETICS, INC., an Idaho corporation, and JET ENGINE INDUSTRIES, INC., a Florida corporation, 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 exchange and attach hereto a duplicate original of the Articles of Exchange.

Dated: February 18, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By

*Larry J. Clark*

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**ARTICLES OF EXCHANGE  
OF  
SANS PRIX COSMETICS, INC.**

Pursuant to the provisions of Section 30-1-74 of the Idaho Code, the following Articles of Exchange are hereby submitted by SANS PRIX COSMETICS, INC. (the "Corporation"):

1. On September 25, 1991, the Corporation entered into an agreement to acquire all of the issued and outstanding shares of common stock of JET ENGINE INDUSTRIES, INC. a Florida corporation ("JESI"), in exchange for authorized but previously unissued shares of the Corporation's common stock (the "Agreement"). As of the date of the Agreement, JESI had outstanding 35,000 shares of common stock, par value one cent (\$.01) per share, which shares were delivered to the Corporation in exchange for 350,000 shares of the Corporation's common stock, par value Five Cents (\$.05) per share, and the subsequent issuance of 2,150,000 shares of the Corporation's common stock for the further acquisition of a Promissory Note related to the transaction. The shares issued in the exchange represent less than fifty percent of the present total outstanding shares of the Corporation, however, they may represent presumed effective control of the Corporation. Also, pursuant to the terms of the Agreement, the Corporation changed its corporate name to INTERNATIONAL JET ENGINE SUPPLY, INC.

2. At a Special Meeting of Shareholders of the Corporation held September 25, 1991 (the "Meeting"), the shareholders of the Corporation ratified the exchange of shares with JESI. At the time of the Meeting, the Corporation had issued and outstanding 5,000,000 shares of common stock. There were 388,320 shares represented at the Meeting in person and by proxy. Those shares voting in favor of the exchange of shares were 388,320, and those shares voting against were -0-.

DATED this 22<sup>nd</sup> day of January, 1992.

SANS PRIX COSMETICS, INC.

BY: *Richard J. Wood*  
ITS: PRESIDENT

BY: *GC*  
ITS: SECRETARY

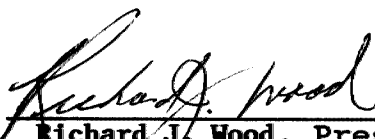
JET ENGINE INDUSTRIES, INC.


BY: *Richard J. Wood*  
ITS: PRESIDENT

BY: *Janette A. Gekow*  
ITS: SECRETARY

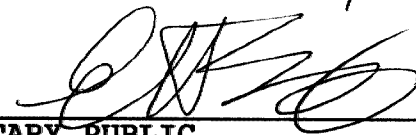
STATE OF FLORIDA )  
 ) ss,  
COUNTY OF DADE )

THE UNDERSIGNED, the President and Secretary respectively of SANS PRIX COSMETICS, INC., a corporation organized and existing under the laws of the State of Idaho, do hereby certify that at a Special Meeting of Shareholders of said Corporation properly called on September 25, 1991, the Agreement relating to the exchange of shares with JET ENGINE INDUSTRIES, Inc. was duly ratified and authorized by more than fifty percent (50%) of the outstanding and issued shares of said Corporation, which shares were properly represented and voted at said Meeting. Also that said Meeting was held pursuant to a resolution of the Board of Directors setting forth the terms and conditions of the exchange of shares and that written notice of said Special Meeting setting forth the proposal was given by first class mail to each shareholder of record entitled to vote thereon at least twenty (20) days prior to the holding of the Meeting. The Undersigned further certify that the foregoing correctly sets forth the exchange of shares approved by the shareholders and correctly states the date of adoption thereof, the number of shares outstanding, the number of shares voted for and the number of shares voted against such proposal.

  
Richard J. Wood, President

  
, Secretary

SUBSCRIBED AND SWORN to before me this 22nd day of JANUARY, 1992.

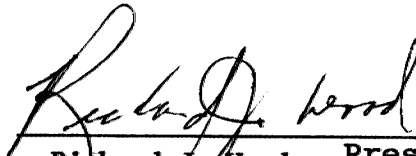
  
NOTARY PUBLIC  
Residing at: DADE COUNTY, FLORIDA

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES: OCT. 22, 1993.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

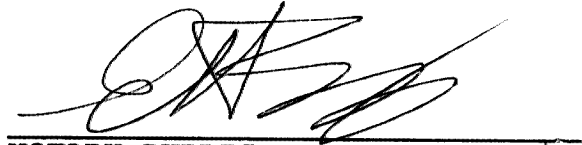
STATE OF FLORIDA )  
 ) ss,  
COUNTY OF DADE )

THE UNDERSIGNED, the President and Secretary respectively of JET ENGINE INDUSTRIES, INC., a corporation organized and existing under the laws of the State of Florida, do hereby certify that at a Special Meeting of Shareholders of said Corporation, the Agreement relating to the exchange of shares with SANS PRIX COSMETICS, INC. was duly and unanimously ratified and authorized by 35,000 shares of the 35,000 shares of said Corporation's common stock outstanding. The Undersigned further certify that the foregoing correctly sets forth the exchange of shares approved by the shareholders and correctly states the date of adoption thereof, the number of shares outstanding, the number of shares voted for and the number of shares voted against such proposal.

  
Richard J. Wood, President

  
Jeanette Gabriel, Secretary

I, a notary public, do hereby certify that on this 22nd day of JANUARY, 1992, personally appeared before me Richard J. Wood and Jeanette Gabriel, who, being by me first duly sworn, subscribed to and declared that they are the President and Secretary respectively of JET ENGINE INDUSTRIES, INC., and that they signed the foregoing document as President and Secretary of said corporation and that the statements contained therein are true.

  
NOTARY PUBLIC  
Residing at: DADE COUNTY, FLORIDA

My Commission Expires:  
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NOTARY PUBLIC, STATE OF FLORIDA;  
MY COMMISSION EXPIRES: OCT. 22, 1993;  
BONDED THRU NOTARY PUBLIC UNDERWRITERS;