



State of Rhode Island and Providence Plantations  
**Department of State - Business Services Division**

**Certificate of Authority**  
**FOREIGN Corporation**

→ Filing Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

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BUS. SVCS. DIV.  
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1. The name of the corporation is: <b>Shiseido Americas Corporation</b>		
2. It is incorporated under the laws of: <b>Delaware</b>		
3. The name, if different, which it elects to use in Rhode Island is: (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:  (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:		
4. The date of its incorporation is: <b>8/11/1988</b> And the period of its duration is: <b>CHECK ONLY ONE BOX</b> <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
5. The address of its principal office is: <b>301 Route 17 North 10th Floor, Rutherford, NJ 07070</b>		
6. The name and address of the initial registered agent/office of in Rhode Island: Agent Name <b>Corporation Services Company</b> Street Address ( <u>NOT</u> a P.O. Box) <b>222 Jefferson Boulevard Suite 200</b>		
City/Town <b>Warwick</b>	State <b>RHODE ISLAND</b>	Zip Code <b>02888</b>

**MAIL TO:**  
**Division of Business Services**  
148 W. River Street, Providence, Rhode Island 02904-2615  
Phone: (401) 222-3040  
Website: [www.sos.ri.gov](http://www.sos.ri.gov)

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7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

**Wholesale of Cosmetics**

8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):

NAME	ADDRESS
Masahiko Uotani	900 Third Avenue, 9th Floor NY, NY 10022
Marc Rey	301 Route 17 North, 10th Floor Rutherford, NJ 07070
Ronald Gee	301 Route 17 North, 10th Floor Rutherford, NJ 07070

Check the box to indicate an attachment. ☐

8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

OFFICE	NAME	ADDRESS
PRESIDENT	Marc Rey	301 Route 17 North, 10th Floor Rutherford, NJ 07070
VICE PRESIDENT	Jeff Cohen	301 Route 17 North, 10th Floor Rutherford, NJ 07070
TREASURER	Ronald Gee	301 Route 17 North, 10th Floor Rutherford, NJ 07070
SECRETARY	Maria Chiclana	301 Route 17 North, 10th Floor Rutherford, NJ 07070

Check the box to indicate an attachment. ☐

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
100,000	Common		5,000

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:

\$ 33,175,000.00

(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:

\$ 4,150.00

(c) Estimate, as a percentage, the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. Note: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.

12.5 %

11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year.  <div style="text-align: right; margin-right: 50px;">\$ <u>528,071,000.00</u></div>	(b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.  <div style="text-align: right; margin-right: 50px;">\$ <u>20,000.00</u></div>
(c) Estimate, <b>as a percentage</b> , the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year. <i>Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.</i>  <div style="text-align: right; margin-right: 50px;"><u>.00379</u> %</div>	
12. This application must be accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.	
13. Date when the Certificate of Authority will be effective: <b>CHECK ONLY ONE BOX</b>	
<div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Date received (Upon filing)         </div> <div> <input checked="" type="checkbox"/> Later effective date (Date must be no more than 90 days from the day of filing) <u>01/01/2017</u> </div> </div>	
<i>Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.</i>	
Type or Print Name of Authorized Officer <b>Jeff Cohen</b>	Date <div style="text-align: center; font-family: monospace;">10 06 2016</div>
<div style="display: flex; align-items: center;"> <div style="flex: 1;"> </div> <div style="flex: 1; text-align: center; border-left: 1px solid black; padding-left: 10px;">             SIGN DOCUMENT HERE           </div> </div>	

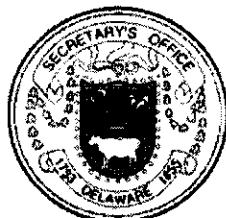
# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHISEIDO AMERICAS CORPORATION" 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 FIFTEENTH DAY OF AUGUST, A.D. 2016.

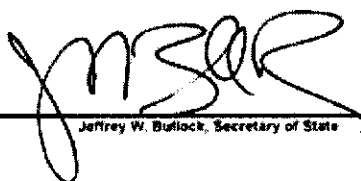
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SR# 20165359827

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State

Authentication: 202826922

Date: 08-15-16