

Filing and License Fee: \$310.00 minimum

ID Number: 158248



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, 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:

1. The name of the corporation is ELC ONLINE INC.

2. It is incorporated under the laws of DE

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 APRIL 6, 2000 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 65 BLEECKER ST., NEW YORK, NY 10012

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)

Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Corporation Service Company
(Name of Agent)

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

SEE ATTACHED BUSINESS RIDER

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).

	<u>Name</u>	<u>Address</u>
Director	<u>SEE ATTACHED LISTING</u>	
Director		
Director		
Director		

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(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).

	<u>Name</u>	<u>Address</u>
President	SEE ATTACHED LISTING	
Vice President		
Treasurer		
Secretary		

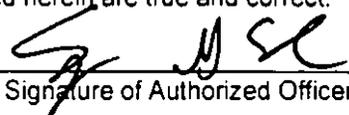
9 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
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10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 46,600,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of 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, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 68,500,000.
- (b) An estimate 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 is \$ 230,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.335766 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing AUG. 16, 2006

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.

Date: AUG. 11, 2006



 Signature of Authorized Officer of the Corporation

SPENCER G. SMUL., VP, DEPUTY GC AND ASST. SEC

 Type or Print Name of Authorized Officer

Business Rider

ELC Online Inc.

To produce, market and sell makeup, skin care products, fragrances and hair care products of any kind and any products related thereto online, and to engage in all transactions reasonably necessary or incidental thereto.

ELC Online Inc.**Directors**

Richard W. Kunes	Director	767 Fifth Ave., NY, NY 10036
Sara E. Moss	Director	767 Fifth Ave., NY, NY 10036
Philip Shearer	Director	767 Fifth Ave., NY, NY 10036

Officers

Philip Shearer	Group President	767 Fifth Ave., NY, NY 10036
Richard W. Kunes NY, NY 10036	Executive Vice President and Chief Financial Officer	767 Fifth Ave.,
Dennis McEniry	President	65 Bleecker St., NY, NY 10012
Sara E. Moss Ave., NY, NY 10036	Executive Vice President, General Counsel and Secretary	767 Fifth
Frank L. Doyle 10036	Senior Vice President - Corporate Controller	767 Fifth Ave., NY, NY
Steffi K. Bogart 10036	Vice President and Deputy General Counsel	767 Fifth Ave., NY, NY
Theresa Bruzzo Melville, NY 11747-3166	Vice President - Tax and Customs	7 Corporate Center Drive,
Frank Fronzo Treasury	Vice President, Cash and Operational Risk Management, Corporate	7 Corporate Center Drive, Melville, NY 11747-3166
Ron Hutchison bumble	Vice President - Global Brand Controller Online and Bumble and	65 Bleecker St., NY, NY 10012
Lesley A. Moradian	Vice President and Trademark Counsel	767 Fifth Ave., NY, NY 10036
Lido L. Puccini 10036	Vice President and Deputy General Counsel	767 Fifth Ave., NY, NY
John Smoak NY, NY 10036	Vice President - Global Brand Controller of Origins	767 Fifth Ave.,
Spencer G. Smul Fifth Ave., NY, NY 10036	Vice President, Deputy General Counsel and Assistant Secretary	767

Terence R. Stack
NY 11747-3166

Vice President and Treasurer

7 Corporate Center Drive, Melville,

Raymond Gwydir
Drive, Melville, NY 11747-3166

Staff Vice President - Corporate Tax Services

7 Corporate Center

James Schwecherl
11747-3166

Assistant Secretary

7 Corporate Center Drive, Melville, NY

Delaware

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELC ONLINE 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 SIXTEENTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ELC ONLINE INC." WAS INCORPORATED ON THE SIXTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4977013

DATE: 08-16-06