

STATE OF ALABAMA
COUNTY OF SHELBY

**ARTICLES OF ORGANIZATION
FOR
PRELUDE DISTRIBUTORS, L.L.C.**

The undersigned, desiring to become a LIMITED LIABILITY COMPANY, do hereby file the following Articles of Organization pursuant to the laws of the State of Alabama, and do hereby make and subscribe our names to these Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company shall be PRELUDE DISTRIBUTORS, L.L.C. (the "Company").

ARTICLE II

DURATION

The term for which the Company is to exist shall commence on the date these Articles of Organization are filed in the Office of the Judge of Probate of Shelby County, Alabama and shall continue perpetually thereafter; provided, however, that the Company may be dissolved prior to such date (a) upon the written consent of all members, (b) as provided in the Operating Agreement, (c) as may be required by the Alabama Limited Liability Company Act.

ARTICLE III

PURPOSE

The Company is formed to transact any and all lawful business for which a limited liability company may be organized under the Alabama Limited Liability Company Act, including, but not limited to, to import, sell, distribute or otherwise deal with cosmetics for the production of income and profit, and to engage in any and all activities related or incidental to the business of the Company.

ARTICLE IV

LOCATION OF REGISTERED OFFICE

The initial registered office of the Company shall be at 1005 Belvedere Cove, Birmingham, Alabama 35242, and the name of the initial registered agent at such address shall be REGINA NEWSOME.

ARTICLE V

MEMBERS

The names and addresses of the initial Members of the Company are:

MEMBER'S NAME	ADDRESS
REGINA NEWSOME	1005 Belvedere Cove Birmingham, AL 35242
LIUDMILA P. MYERS	6422 Misty Ridge Drive Birmingham, AL 35235

ARTICLE VI

ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the unanimous agreement of the Members as to the admission of, and the amount and nature of

consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.

ARTICLE VII

OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by each Member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the Alabama Limited Liability Company Act or these Articles of Organization.

ARTICLE VIII

CONTINUATION UPON WITHDRAWAL OF MEMBER

The Members shall have the right to continue the Company upon the death, retirement, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company (collectively, "Withdrawal"), as long as there is at least one remaining Member, and the remaining Members agree to continue the Company by unanimous written consent within ninety (90) days after the Withdrawal of a Member, as set forth in the Operating Agreement of the Company.

ARTICLE IX

LIABILITIES OF MEMBERS AND MANAGERS

Members and managers of the Company are not liable under a judgment, decree or order of a court, or in any manner, for a debt, obligation or liability of the Company.

ARTICLE X
MANAGERS

The Company is to be managed by one or more managers. A manager may be removed and replaced by the Members, as provided in the Operating Agreement. The names and business addresses of the initial managers are:


REGINA NEWSOME

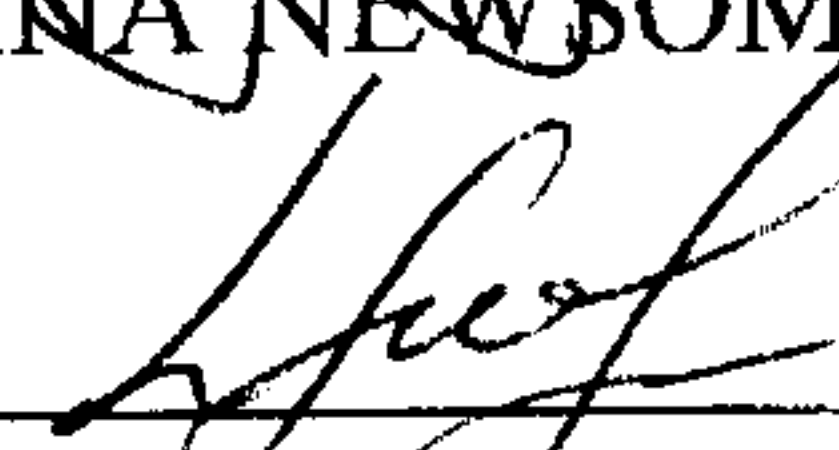
1005 Blevedere Cove
Birmingham, AL 35242

LIUDMILA P. MYERS

6422 Misty Ridge Drive
Birmingham, AL 35235

IN WITNESS WHEREOF, the undersigned Members have caused these Articles of Organization to be executed this 30th day of December, 2007.



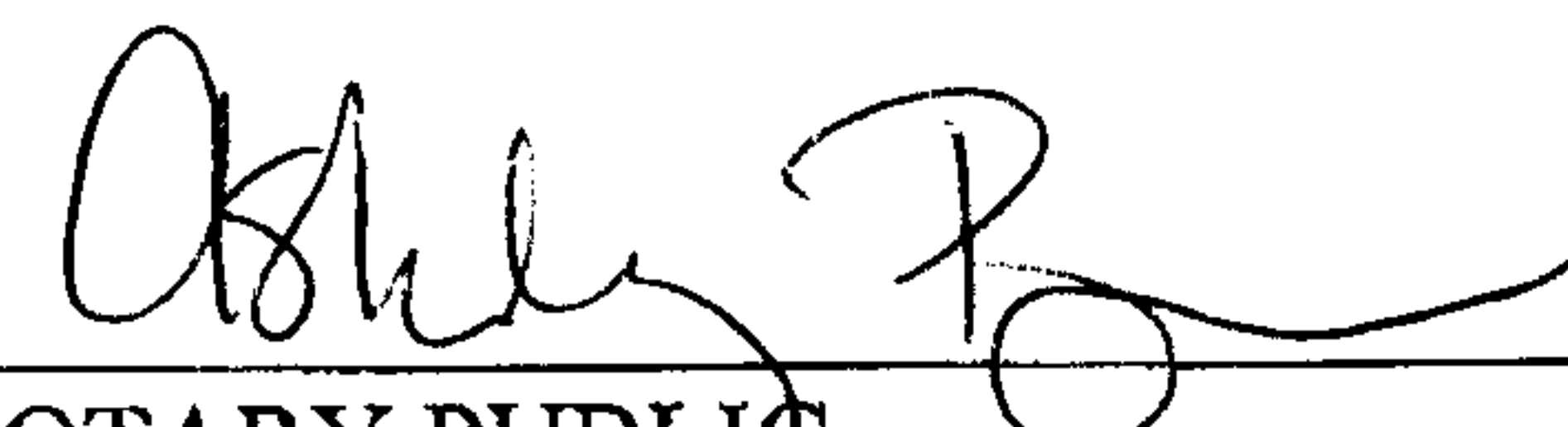
REGINA NEWSOME


LIUDMILA P. MYERS

STATE OF ALABAMA
COUNTY OF Shelby

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that REGINA NEWSOME, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this, the 30th day of December, 2007.



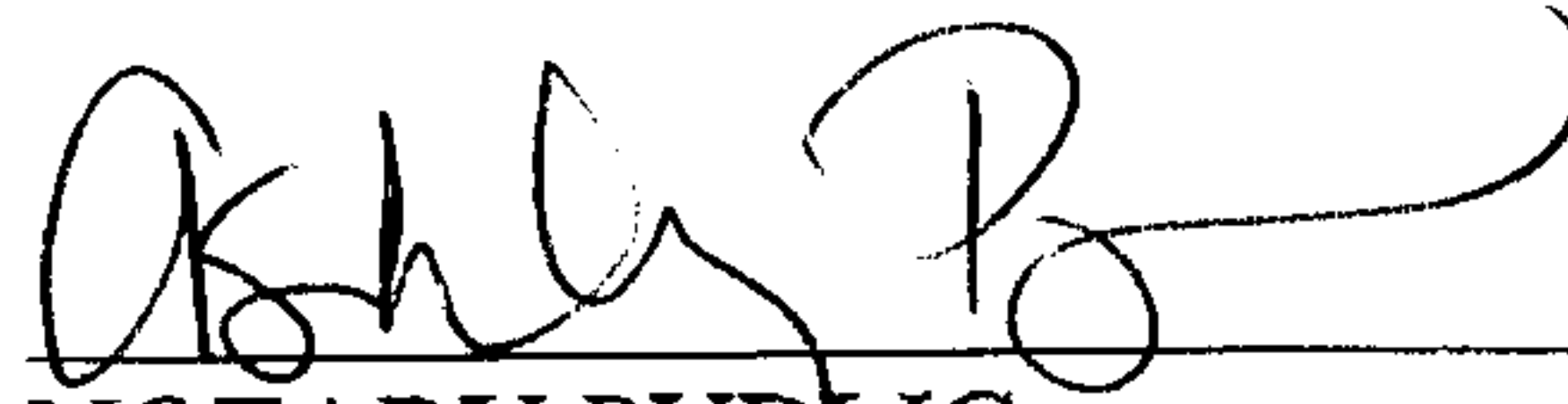
NOTARY PUBLIC
My Commission Expires: 8/6/2011

STATE OF ALABAMA

COUNTY OF Shelby

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that LIUDMILA P. MYERS, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this, the 30th day of December, 2007.



NOTARY PUBLIC

My Commission Expires: 8/6/2011

THIS INSTRUMENT WAS PREPARED BY:

Joel F. Dorroh

DORROH & ASSOCIATES, P.C.

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