

Filing fee: \$10.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF

DR. HAUSCHKA COSMETICS, INC.

CORP ID # 15953

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 of the General Laws, 1956, as
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)
amended, the undersigned corporation, organized under the laws of the State of
Rhode Island, submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is
DR. HAUSCHKA COSMETICS, INC.

SECOND: The address of its present registered office is
51 Tower Hill Road, Wakefield, Rhode Island 02879

THIRD: The address to which its registered office is to be changed is
133 Old Tower Hill Road, Wakefield, Rhode Island 02879

FOURTH: The name of its present registered agent is
Archibald B. Kenyon, Jr.

FIFTH: The name of its successor registered agent is
Same

SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

Dated January 25, 1988

DR. HAUSCHKA COSMETICS, INC.

By *Kenyon*
Its President

STATE OF Rhode Island }
COUNTY OF Washington } Sc.

At WYOMING in said county on this 27th day
of JANUARY, 1988, personally appeared before me
Heinz Grotzke, who, being by me first duly sworn, declared that he
is the President of DR. HAUSCHKA COSMETICS, INC.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

Haf

(NOTARIAL SEAL)

Barbara C. Bush
Notary Public
MY COMMISSION EXPIRES 6/30/91