

Filing Fee \$50.00



Corp. I.D. # 15953

State of Rhode Island and Providence Plantations

Office of The Secretary of State  
100 North Main Street  
Providence, Rhode Island  
02903-1335

PLEASE TAKE NOTICE that the corporation must be in good standing prior to filing

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF**

DR. HAUSCHKA COSMETICS, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is .....

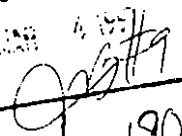
DR. HAUSCHKA COSMETICS, INC.

SECOND: The shareholders of the corporation on February 15, 1997, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment (s) to the Articles of Incorporation:

[Insert Amendment (s)]

To change the name of the corporation to "MEADOWBROOK ENTERPRISES, INC."

FILED

BY   
180036

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
MAR 4 3 10 PM '97

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 60; and the number of shares entitled to vote thereon was 60.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Common	60

FIFTH: The number of shares voted for such amendment was 60; and the number of shares voted against such amendment was -0-.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common	60	-0-

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No Change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No Change

Dated 2/25, 1997

DR. HAUSCHKA COSMETICS, INC.  
By Rei Grotke  
Its President or Vice President  
and [Signature]  
Its Secretary or Assistant Secretary

STATE OF RHODE ISLAND

COUNTY OF washington

} Sc.

At CHARLESTON in said County on this 25<sup>th</sup> day  
of FEBRUARY, 1997, personally appeared before  
me HEINZ GROTZKE

....., who being by me first duly sworn, declared that he/she is the President  
..... of DR. HAUSCHKA COSMETICS, INC.

.....  
that he/she signed the foregoing document as President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Heinz C. Grotzke

Notary Public

my commission expires  
8/2/97