

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

Avon Products, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is Avon Products, Inc.

SECOND: The name which it elects to use in Rhode Island is Avon
Products, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of New York

FOURTH: The date of its incorporation is January 27, 1916 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 9 West 57 Street, New York, New York 10019

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

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

To develop, manufacture, produce, provide, operate, distribute and deal in and with services, property and goods of all kinds including without limitation engaging in the manufacture and distribution of cosmetics and toiletries.

To transact any or all lawful business for which corporations may be incorporated under the Rhode Island Business Corporation Act and which is permitted by its Restated Certificate of Incorporation.

05-18-1979

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
See	Director	
Attached	Director	
List		
	President	
See	Vice President	
Attached	Secretary	
List	Treasurer	

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
64,800,000	Capital	None	\$.50

TENTH: The aggregate number of its issued shares, 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 per Share or Statement that Shares are without Par Value</u>
58,191,618	Capital	None	\$.50

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 75,228,941

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 225,000,000

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

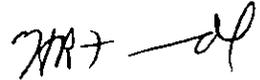
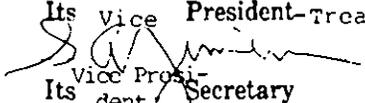
FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1,216,000,000

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ -0-

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 9, 1979

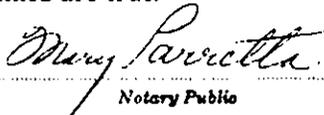
Avon Products, Inc.
[Exact Corporate Name of Corporation Making Application]

By 
Its Vice President-Treasurer
and 
Its Vice President-Secretary

STATE OF New York }
COUNTY OF New York } Sc.

At New York in said County on the 9th day
of May 1979, before me personally appeared
S. A. Zimmerman who being by me first duly sworn, declared that
he is the Vice President-Secretary of Avon Products, Inc.,
that he signed the foregoing document as such Vice President-Secretary of the
corporation, and that the statements therein contained are true.

1979



Notary Public
MARY PARRELLA
NOTARY PUBLIC, State of New York
No. 61-5322715
Qualified in New York County
Commission Expires March 30, 1981

(NOTARIAL SEAL)

Richard W. Flatow	Vice President	9 W. 57th Street N. Y. N. Y. 10019
Michael S. Greenly	Vice President	"
Richard J. Gyde	Vice President	"
Russell E. Imler	Vice President	"
Howard T. Johnson	Vice President	"
Seymour M. Kent	Vice President	"
Joseph C. Kleinhenz	Vice President	"
W. Thomas Knight	Vice President & Assistant Secretary	"
John P. Lausten	Vice President	"
Wallace E. Lidster	Vice President	"
Jeffrey J. Leon	Vice President	"
Manoel A. Lima	Vice President	"
Margro R. Long	Vice President	"
Norman K. McDowell	Vice President	"
Timothy J. Musios	Vice President	"
Alan M. Newton	Vice President	"
Stuart A. Ochiltree	Vice President	"
Frederick L. Penichet	Vice President	"
Barbara M. Pesin	Vice President	"
Donald B. Smith	Vice President	"

Andrew J. Sventy	Vice President	9 W. 57th Street N. Y. N. Y. 10019
John L. Tefft	Vice President	"
David D. Ussery	Vice President	"
J. Alvin Wakefield	Vice President	"
Mark Williams	Vice President & Assistant Secretary	"
Hans R. Zimmer	Vice President	"

DIRECTORS OF AVON PRODUCTS, INC.

R. Manning Brown, Jr.	9 W. 57th Street New York, N.Y. 10019
William R. Chaney	"
Hays Clark	"
W. Van Alan Clark, Jr.	"
John A. Ewald	"
Wayne Hicklin	"
David W. Mitchell	"
Emil Mosbacher, Jr.	"
Merlin E. Nelson	"
James R. Peterson	"
James E. Preston	"
Ernesta G. Procope	"
Dr. Cecily C. Selby	"
Kendrick R. Wilson, Jr.	"
Walter Hoving	"
Henry B. Platt	"

OFFICERS OF AVON PRODUCTS, INC.

David W. Mitchell	Chairman and Chief Executive Officer	9 W. 57th Street N. Y. N. Y. 10019
William R. Chaney	President and Chief Operating Officer	"
James E. Preston	Executive Vice President	"
James E. Clitter	Executive Vice President	"
J. Frank Casey	Group Vice President	"
Harry L. Davis	Group Vice President	"
Phyllis B. Davis	Group Vice President	"
Robert H. Hansen	Group Vice President	"
Donald S. Moss	Group Vice President	"
L. Robert Pfund	Group Vice President	"
E. Peter Raisbeck	Group Vice President	"
Edmund W. Pugh, Jr.	Vice President-Finance	"
S. Arnold Zimmerman	Vice President, General Counsel & Secretary	"
Helmuth R. Fandl	Vice President & Treasurer	"
Jules Zimmerman	Vice President & Controller	"
Raymond A. Baliatico	Vice President	"
Anne D. Berkelman	Vice President	"
Edward W. Carter	Vice President	"
Ronald B. Clark	Vice President	"
D. Brooks Cole	Vice President	"
Louis V. Consiglio	Vice President	"
Alan J. Daniels	Vice President	"
Philip B. Evans	Vice President	"