

Company Number: 2757620

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION



of

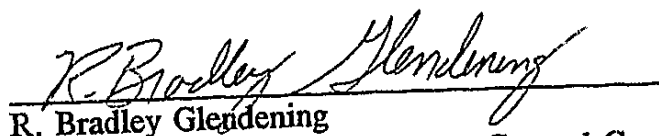
MARY KAY COSMETICS LIMITED

Passed on April 15, 1993

WE, the undersigned, being all the members of the above Company entitled to receive notice of, attend and vote at the General Meetings of the Company, hereby unanimously pass the following resolution pursuant to regulation 53 of Table A, and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed as a Special Resolution at a General Meeting of the Company duly convened and held.

RESOLVED, that the name of the Company be changed to
MARY KAY COSMETICS (U.K.) LIMITED.

Dated this 15th day of April, 1993.



R. Bradley Glendening
Senior Vice President, Secretary, General Counsel and Director
MARY KAY COSMETICS, INC.

Presented for filing by -
RICHARDS BUTLER
Beaufort House
15 St. Botolph Street
London EC3A 7EE

RES.UK SMG/MJ41/001



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2767620

I hereby certify that

MARY KAY COSMETICS LIMITED

having by special resolution changed its name,
is now incorporated under the name of

MARY KAY COSMETICS (U.K.) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 8 JUNE 1993


M.LEWIS

an authorised officer