

Company No. 2767620

THE COMPANIES ACT 1985

Company Limited by Shares

SPECIAL RESOLUTION

of


RBCO 134 LIMITED

(Passed on 10th December 1992)


WE, the undersigned, being all the members of the above Company entitled to receive notice of, attend and vote at 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 LIMITED".

Dated this 10th day of December 1992


.....Director

for and on behalf of
ADJUSTABLE NOMINEES LIMITED


.....Director

for and on behalf of
POWELL BURT PROPERTIES LIMITED

Richards Butler
Beaufort House
15 St. Botolph Street
London EC3A 7EE

Ref: DJB/SMG/MJ41/001

LB 001501
C/N 2000
M. J. D. M.



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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2767620

The Registrar of Companies for England and Wales hereby certifies that

RBCO 134 LIMITED

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

MARY KAY COSMETICS LIMITED

Given at Companies House, London, the 11th December 1992

A handwritten signature in black ink, appearing to read 'C. Carr'.

MR. C. CARR

For The Registrar Of Companies



C O M P A N I E S H O U S E