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May 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P31217 (3)

1. Corporation Name
ALBERTO-CULVER USA, INC.



Principal Place of Business: **2525 ARMITAGE AVENUE MELROSE PARK IL 60180**

Mailing Address: **2525 ARMITAGE AVENUE MELROSE PARK IL 60180**

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|---------------------|---------------------|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 10/05/1990 | |
| 22 | City & State | 27 | City & State | 4. FEI Number | |
| 23 | Zip | 28 | Country | 36-3664158 | |
| 24 | Country | 29 | Country | Applied For | |
| | | | | Not Applicable | |
| | | | | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |
| | | | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| | | | | 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |

| | | | | | | | |
|---------------------------------------------------------------------------------------------------|--|--|--|----------------------------------------------|----------------------------------------------------|----|----|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |
| C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 | | | | 81 | Name | | |
| | | | | 82 | Street Address (P.O. Box Number is Not Acceptable) | | |
| | | | | 83 | | | |
| | | | | 84 | City | FL | 85 |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|--------------------|-------------------------------------------------------|-------------------------------------------------------------------|
| TITLE | CD | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LAVIN, LEONARD H. | 1.2 NAME | |
| STREET ADDRESS | 2525 ARMITAGE AVE. | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | MELROSE PARK IL | 1.4 CITY-ST-ZIP | |
| TITLE | D | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BERNICK, HOWARD B. | 2.2 NAME | |
| STREET ADDRESS | 2525 ARMITAGE AVE. | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | MELROSE PARK IL | 2.4 CITY-ST-ZIP | |
| TITLE | VSTD | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LAVIN, BERNICE E. | 3.2 NAME | |
| STREET ADDRESS | 2525 ARMITAGE AVE. | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | MELROSE PARK IL | 3.4 CITY-ST-ZIP | |
| TITLE | P | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BERNICK, CAROL L. | 4.2 NAME | |
| STREET ADDRESS | 2525 ARMITAGE AVE. | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | MELROSE PARK IL | 4.4 CITY-ST-ZIP | |
| TITLE | | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | |
| TITLE | | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 6.4 CITY-ST-ZIP | |

SEE ATTACHED FOR ADDITIONAL OFFICERS AND DIRECTORS

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE _____ DATE 4/21/98

CR2E034 (10/97)

ALBERTO-CULVER U.S.A., INC.
FEIN: 36-3664158
STATE OF FLORIDA

LIST OF OFFICERS AND DIRECTORS

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OFFICERS OF ALBERTO-CULVER USA, INC.

| NAME | TITLE |
|----------------------|---------------------------------------------------------|
| Carol L. Bernick | President |
| Bernice E. Lavin | Vice President, Secretary - Treasurer |
| John Boone | Group Vice President, Consumer Products |
| Andrew C. Langert | Group Vice President, Finance and Professional Division |
| James J. Chickarello | Vice President, Logistics |
| Vincent J. Marino | Vice President, New Business Development |
| Kristin Muntean | Vice President, Trade Marketing |
| Janice J. Miller | Vice President, Market Research |
| Thomas Monaghan | Vice President, St. Ives |
| Doug Meneely | Vice President, Human Resources |
| Richard N. Paulsen | Vice President, Information Services |
| Daniel B. Stone | Vice President, Communications |

BOARD OF DIRECTORS OF ALBERTO-CULVER U.S.A., INC.

| | |
|-------------------|--|
| Leonard H. Lavin | |
| Bernice E. Lavin | |
| Howard B. Bernick | |

THE BUSINESS ADDRESS FOR ALL OF THE ABOVE OFFICERS AND DIRECTORS IS:

2525 Armitage Avenue, Melrose Park, IL 60160

THIS COMPANY WAS INCORPORATED IN DELAWARE ON SEPTEMBER 24, 1969.