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Jan 30 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



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

DOCUMENT # 858431 (0)

1. Corporation Name  
JAFRA COSMETICS INTERNATIONAL, INC.



Principal Place of Business

2451 TOWNSGATE ROAD  
WESTLAKE VILLAGE CA 91361

Mailing Address

2451 TOWNSGATE ROAD  
WESTLAKE VILLAGE CA 91361-2506

3. Date Incorporated or Qualified 11/14/1983	3a. Date of Last Report 02/20/1996
4. FEI Number 95-6088573	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

29

30

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM  
1200 S. PINE ISLAND ROAD  
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	S	DELETE
NAME	RICHARDSON, JILL C	
STREET ADDRESS	4800 PRUDENTIAL TOWER BLDG	
CITY-ST-ZIP	BOSTON MA	
TITLE	D	DELETE
NAME	LAGARDE, JACQUES	
STREET ADDRESS	4800 PRUDENTIAL TOWER BLDG.	
CITY-ST-ZIP	BOSTON MA	
TITLE	SVP	DELETE
NAME	SKELLY, THOMAS F	
STREET ADDRESS	4800 PRUDENTIAL TOWER BLDG.	
CITY-ST-ZIP	BOSTON MA	
TITLE	VP	DELETE
NAME	WALKER, GAY	
STREET ADDRESS	2451 TOWNSGATE ROAD	
CITY-ST-ZIP	WESTLAKE VILLAGE CA	
TITLE	T	DELETE
NAME	SWAIM, LLOYD	
STREET ADDRESS	4800 PRUDENTIAL TOWER BLDG	
CITY-ST-ZIP	BOSTON MA	
TITLE	D	DELETE
NAME	MULLANEY, JOSEPH E.	
STREET ADDRESS	4800 PRUDENTIAL TOWER BLDG	
CITY-ST-ZIP	BOSTON MA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	Change	Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	Change	Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), 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:

*Jill C. Richardson*  
JILL C. RICHARDSON  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

January 17, 1997 (617) 421-8499

Date

Daytime Phone #

0506204

CR2E034 (9/96)

**JAFRA COSMETICS INTERNATIONAL, INC.**

<b><u>Officers</u></b>	<b><u>Name</u></b>	<b><u>Address</u></b>
President	Robert A. Crespi	Jafra Cosmetics Inc. 2451 Townsgate Road Westlake Village, CA 91361
Senior Vice President	Thomas F. Skelly	The Gillette Company Prudential Tower Building Boston, MA 02199
Vice President	Joseph E. Mullaney	The Gillette Company Prudential Tower Building Boston, MA 02199
Treasurer	Lloyd B. Swaim	The Gillette Company Prudential Tower Building Boston, MA 02199
Controller	Charles W. Cramb	The Gillette Company Prudential Tower Building Boston, MA 02199
Secretary	Jill C. Richardson	The Gillette Company Prudential Tower Building Boston, MA 02199
Chief Executive Officer	Robert A. Crespi	Jafra Cosmetics Inc. 2451 Townsgate Road Westlake Village, CA 91361
Assistant Treasurer	Gianulderico Camuzzi	The Gillette Company Prudential Tower Building Boston, MA 02199
Assistant Secretary	James M. McGowan	The Gillette Company Prudential Tower Building Boston, MA 02199
Assistant Secretary	Joseph E. Mullaney	The Gillette Company Prudential Tower Building Boston, MA 02199
Assistant Secretary	Michelle E. Viotty	Jafra Cosmetics Inc. 2451 Townsgate Road Westlake Village, CA 91361

Area Vice President

Guy Walker

Jafra Cosmetics Inc.  
2451 Townsgate Road  
Westlake Village, CA 91361

Worldwide Vice President

William H. Harris

Jafra Cosmetics Inc.  
2451 Townsgate Road  
Westlake Village, CA 91361

Worldwide Vice President

Arthur Kierstead

Jafra Cosmetics Inc.  
2451 Townsgate Road  
Westlake Village, CA 91361

Worldwide Vice President

Michelle E. Viotty

Jafra Cosmetics Inc.  
2451 Townsgate Road  
Westlake Village, CA 91361

**Directors**

Robert A. Crespi

Jafra Cosmetics Inc.  
2451 Townsgate Road  
Westlake Village, CA 91361

Robert E. DiCenso

The Gillette Company  
Prudential Tower Building  
Boston, MA 02199

Jacques Lagarde

The Gillette Company  
Prudential Tower Building  
Boston, MA 02199

Joseph E. Mullaney

The Gillette Company  
Prudential Tower Building  
Boston, MA 02199

Jill C. Richardson

The Gillette Company  
Prudential Tower Building  
Boston, MA 02199

Thomas F. Skelly

The Gillette Company  
Prudential Tower Building  
Boston, MA 02199

Lloyd B. Swaim

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Prudential Tower Building  
Boston, MA 02199