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FILED
02 APR 25 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2135 S. Congress Avenue, #3C, West Palm Beach, Florida 33406, Phone: 561-969-3344 Fax 969-9698

VIA FEDERAL EXPRESS

April 24, 2002

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

600005349756--0
-04/25/02--01080--002
*****78.75 *****78.75

RE: THE AVON STORE, INC.
Articles of Incorporation

Dear Sir or madam:

Enclosed please find original Articles of Incorporation along with our trust account check in the amount of \$78.75 for the incorporation of THE AVON STORE, INC.. Please return a copy of same in the enclosed self addressed stamped envelope at your earliest convenience.

If you have any questions, please do not hesitate to contact me.

Sincerely,

McCabe & Samiljan


Timothy P. McCabe

TPM/js

Enclosures

QB4/29✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE AVON STORE, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is **THE AVON STORE, INC.**

ARTICLE II

This corporation is to commence its corporate existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The street address of the principal office of the corporation is 1800 Embassy Drive, Unit 109, West Palm Beach, Florida 33401.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 1,000, par value \$1.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the corporation's registered office is 1800 Embassy Drive, Unit 109, West Palm Beach, Florida, 33401. The initial registered agent for the corporation at that address is DEANNA CAUGHLIN.

ARTICLE VI

The name and street address of the incorporator of these articles of incorporation is:

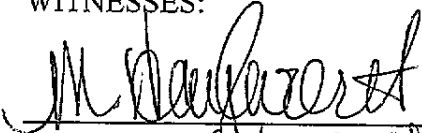
Name: Deanna Caughlin	Address: 1800 Embassy Drive, Unit 109 West Palm Beach, FL 33401
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The undersigned has executed these articles of incorporation on April 30, 2002.

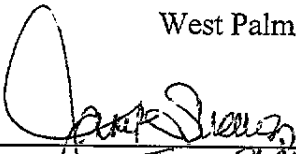


Deanna Caughlin
Incorporator

WITNESSES:



Print Name: M. Haywood
2135 South Congress Avenue, #3C
West Palm Beach, FL 33406



Print Name: Janet Sigler
2135 South Congress Avenue, #3C
West Palm Beach, FL 33406

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: THE AVON STORE, INC.
2. The name and address of the registered agent and office is:

Deanna Caughlin
1800 Embassy Drive
Unit 109
West Palm Beach, FL 33401

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Deanna Caughlin

April 16, 2002