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TALLAHASSEE, FLORIDA

Calico Investments, Inc.
1917 SW 69th Dr.
Gainesville, FL 32607

Attn: Michael D. Jalazo

July 3, 1995

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

RE: CALICO INVESTMENTS, INC.-ARTICLES OF INCORPORATION
(New corporation)

To Whom it May Concern:

Enclosed please find an original and two copies of the properly executed Articles of Incorporation for CALICO INVESTMENTS, INC., a new Florida corporation. Also enclosed herewith please find a check payable to the order of the Florida Secretary of State in the amount of \$122.50.

The funds transmitted herewith include \$35.00 for the filing fee, \$52.50 for the certified copy, and \$35.00 for the registered agent designation.

Please file these Articles of Incorporation at your earliest convenience and send the certified copy and acknowledgment to me at my office address shown above. Your prompt attention to this matter would be greatly appreciated.

Sincerely,


Michael D. Jalazo

7/17/95
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Articles of Incorporation

Calico Investments, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

Article I. Name

The name of the corporation shall be:

Calico Investments, Inc.

Article II. Principle Office and Mailing Address

The principal office of this corporation shall be 1917 SW 69th Drive, Gainesville, FL 32607, and the mailing address shall be the same.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares with a par value of \$0.01 per share.

Article IV. Initial Registered Agent

The name and street address of the initial registered agent of the corporation shall be:

Michael D. Jalazo, 1917 SW 69TH Drive, Gainesville, FL 32607.

Article V. Purpose of Business

The sole purpose of the corporation shall be to conduct the Amway business and its related activities.

Article VI. Term of Existence

This corporation is to exist perpetually.

Article VII. Directors

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 1 Director initially. The names and street address of the initial member of the Board of Directors are:

Michael D. Jalazo	1917 SW 69th Drive Gainesville, FL 32607
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Article VIII. Officers

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Michael D. Jalazo	1917 SW 69th Drive
Chairman, President, Secretary,	Gainesville, FL 32607
Treasurer	

Article IX. Incorporator

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):


Michael D. Jalazo
1917 SW 69TH Drive
Gainesville, FL 32607

IN WITNESS WHEREOF, the undersigned has (have) hereunto set his (their) hand(s) and seal(s) on this 3rd day of July, 1995.


Michael D. Jalazo

**Acceptance of Registered Agent Designated
In Articles of Incorporation**

Michael D. Jalazo, having a business office identical with the principal office of the corporation named above, and having been named as Registered Agent to accept service of process for the above corporation at the place designated in the above Articles of Incorporation, hereby accepts the appointment as Registered Agent and agrees to act in this capacity; agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties; and is familiar with and accepts the obligations of his position as Registered Agent.


Michael D. Jalazo

Date: July 3, 1995