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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: WILLIAMSON, DIAMOND & CATON, P.A.
CONTACT: RICHARD P CATON ACCT#: 074403003061
PHONE: (813)390-3600 FAX #: (813)393-5450

NAME: MARY KAY MILLER, INC.
AUDIT NUMBER.....H97000004340
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

Handwritten signature and date 3/14/97

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ARTICLES OF INCORPORATION
OF
MARY KAY MILLER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is MARY KAY MILLER, INC., and its principal office or mailing address is: 8080 - 112th Street North, Apt. 306, Seminole, FL 33772.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8080 - 112th Street North, Apt. 306, Seminole, FL 33772, and the name of the initial registered agent is MARY KAY MILLER.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 1 director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

NAME

ADDRESS

MARY KAY MILLER

8080 - 112TH STREET NORTH
APT. 306
SEMINOLE, FL 33772

RICHARD P. CATON

WILLIAMSON, DIAMOND & CATON, P.A.
Attorneys at Law
7843 Seminole Boulevard
Seminole, FL 34642 813-398-3600
SPN: 293010 FL Bar #: 347299

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ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAMEADDRESS

MARY KAY MILLER

6080 - 112TH STREET NORTH
APT. 306
SEMINOLE, FL 33772ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

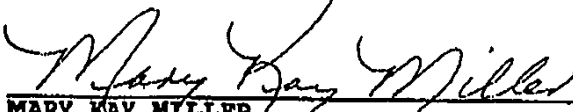
ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of March, 1997.

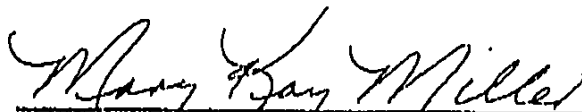

MARY KAY MILLER
"Incorporator"

H97000004340

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 3rd day of March, 1997.


MARY KAY MILLER, Registered Agent

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TALLAHASSEE, FLORIDA

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