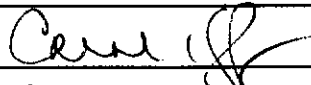


No. C 141869	Due no later than December 31, 2008		2. Registered Agent and Office NO PO BOX													
Return to: SECRETARY OF STATE 450 NORTH FOURTH STREET PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable		CORPORATION SERVICE COMPANY 1401 SHORELINE DR STE 2 BOISE, ID 83702													
	AVON PRODUCTS FOUNDATION, INC. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		3. New Registered Agent Signature													
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table border="1"> <thead> <tr> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6">Please see attachment.</td> </tr> </tbody> </table>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	Please see attachment.					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>											
Please see attachment.																
5. Organized Under the Laws of: NEW YORK C 141869		6. Signature <u></u> Name (Typed or Printed) <u>Carol Kurzig</u>			Date <u>11/17/08</u> Title <u>Executive Director / Vice President</u>											

Issued 10/01/2008

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AVON PRODUCTS FOUNDATION, INC.
BOARD OF DIRECTORS/OFFICERS
As of June 20, 2008

<u>Name & Title</u>	<u>Business Address</u>	<u>Phone Number</u>
Robert Corti Chairman/Director	% Avon Products, Inc. 1345 Avenue of Americas New York, NY 10105	(212) 282-5000
Brian Connolly Vice President/Director	% Avon Products, Inc. 1345 Avenue of Americas New York, NY 10105	(212) 282-5000
Nancy Glaser Vice President/Director	% Avon Products, Inc. 1345 Avenue of Americas New York, NY 10105	(212) 282-5000
Carol Kurzig Vice President/Director	% Avon Products, Inc. 1345 Avenue of Americas New York, NY 10105	(212) 282-5000
Pauline Brown Vice President/Director	% The Carlyle Group 520 Madison Avenue New York, NY 10022	(212) 282-5000
Richard Valone Treasurer/Director	% Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105	(212) 282-5000
Andrea Slater Vice President/Director	% Avon Products, Inc. 1345 Avenue of Americas New York, NY 10105	(212) 282-5000
Kim Azzarelli Secretary/Director	% Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105	(212) 282-5000
Mary Quinn Assistant Secretary/ Director	% Avon Products, Inc. 1345 Avenue of Americas New York, NY 10105	(212) 282-5000