

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MELALEUCA OF PORTUGAL, INC.

File number C 109437

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 15, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

RECEIVED
SEC. OF STATE
95 FEB 15 AM 8 29

ARTICLES OF INCORPORATION

OF

MELALEUCA OF PORTUGAL, INC.

The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Melaleuca of Portugal, Inc.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The purpose for which said corporation is formed is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is fifty thousand (50,000) shares with no par value. Of the fifty thousand (50,000) authorized shares, five thousand (5,000) shares shall be Class A voting common stock, and forty-five thousand (45,000) shares shall be class A non-voting common stock. The rights of both classes of stock shall be identical except with respect to the voting rights. The class A non-voting common stock shall have no right to vote on any issue.

ARTICLE V

Provisions denying preemptive rights are: None

IDAHO SECRETARY OF STATE
19950215 0900 64510 2
CK #: 57036 CUST# 2367
CORP
1@ 140.00= 140.00

: C

ARTICLE VI

The address of the Corporation's initial registered office shall be 3910 South Yellowstone Highway, Idaho Falls, Idaho, 83402, and the name of its initial registered agent at such address is Frank L. VanderSloot.

ARTICLE VII

The number of directors constituting the initial board of directors of the Corporation is four (4) and the name and address of each person serving as a director until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Frank L. Vandersloot
3910 South Yellowstone Highway
Idaho Falls, Idaho 83402

Mr. Allen Ball
5465 South 5th West
Idaho Falls, Idaho 83404

Mr. Roger B. Wright
477 Shoup Avenue
Idaho Falls, Idaho 83402

Mr. Harold Ball
5037 Marbrisa Lane
Idaho Falls, Idaho 83404

ARTICLE VIII

The name and address of the incorporator is:

Charles A. Homer, Esq.
HOLDEN, KIDWELL, HAHN & CRAPO, P.L.L.C.
P.O. Box 50130
Idaho Falls, Idaho, 83405

ARTICLE IX

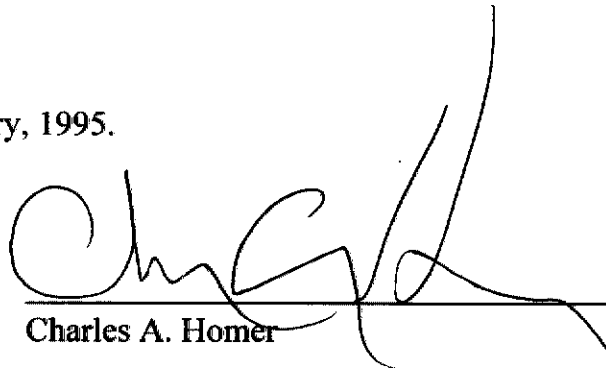
Provisions for the regulation of the internal affairs of the corporation are: None

ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

- a. For breach of a director's duty of loyalty to the Corporation or its stockholders.
- b. For facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. Liability under § 30-1-48 of the *Idaho Code*.
- d. For any transaction from which the director derived an improper personal benefit.

DATED this 13th day of February, 1995.



Charles A. Homer

G:\WPDATA\CAH\PORTUGAL\PORT0213.CAL.srs