

**Electronic Articles of Incorporation
For**

**P02000044668
FILED
April 24, 2002
Sec. Of State**

OAKLEY VENTURES, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

OAKLEY VENTURES, INC.

Article II

The principal place of business address:

3636 WHITE OAK COURT
LAKE WALES, FL. 33898

The mailing address of the corporation is:

3636 WHITE OAK COURT
LAKE WALES, FL. 33898

Article III

The purpose for which this corporation is organized is:

MARY KAY COSMETICS

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

PATRICIA L OAKLEY
3636 WHITE OAK COURT
LAKE WALES, FL. 33898

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: PATRICIA LYNN OAKLEY

Article VI

The name and address of the incorporator is:

PATRICIA L. OAKLEY
3636 WHITE OAK COURT
LAKE WALES, FL 33898

Incorporator Signature: PATRICIA L. OAKLEY

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
PATRICIA L OAKLEY
3636 WHITE OAK COURT
LAKE WALES, FL. 33898

Title: V
THOMAS E OAKLEY II
3636 WHITE OAK COURT
LAKE WALES, FL. 33898