

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Henkel Salgado, S.A. de C.V.		12/19/2002	CORPORATION: MEXICO

RECEIVING PARTY DATA

Name:	Henkel Capital, S.A. de C.V.
Street Address:	Calzada de la Vega s/n Fracc Los Laureles, Loc Tulpetlac
City:	Ecatepec de Morelos
State/Country:	MEXICO
Postal Code:	55090
Entity Type:	CORPORATION: MEXICO

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2313712	1 2 3 EXTRA
Registration Number:	2384543	TWISTER
Registration Number:	1517725	TYP
Registration Number:	1517724	IBIS
Registration Number:	1516116	SWE

CORRESPONDENCE DATA

Fax Number: (610)270-8193
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 6102708191
 Email: susan.evans@us.henkel.com
 Correspondent Name: Susan F. Evans
 Address Line 1: 2200 Renaissance Blvd., The Triad
 Address Line 2: % Henkel Corp., Suite 200
 Address Line 4: Gulph Mills, PENNSYLVANIA 19406

CH \$140.00 2313712

ATTORNEY DOCKET NUMBER:

SALGAO TRADEMARKS #2

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Susan F. Evans

Signature:

/susan f. evans/

Date:

01/25/2006

Total Attachments: 100

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76,313

BOOK NUMBER EIGHT HUNDRED SIXTY TWO.

INSTRUMENT NUMBER SEVENTY SIX THOUSAND THREE HUNDRED THIRTEEN.

FOLIO NUMBERS THIRTY EIGHT THOUSAND THREE HUNDRED FIFTY NINE TO THIRTY EIGHT THOUSAND THREE HUNDRED SIXTY NINE.

IN MEXICO CITY, on December twenty, two thousand two.

JOSE VISOSO DEL VALLE, NOTARY PUBLIC NUMBER NINETY TWO FOR THE FEDERAL DISTRICT AND THE PATRIMONY FEDERAL ESTATE, AS PER REQUEST OF MR. ALBERTO SEPÚLVEDA DE LA FUENTE, HEREBY EVIDENCE:

The Formalization of the General Extraordinary Shareholders' Meeting Minutes of "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION and "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, held on December nineteen, two thousand two, in which among other resolutions it was agreed:

A).- THE MERGER OF "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, as the SURVIVING COMPANY and "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION and "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, as the MERGED COMPANIES; and

B).- THE GRANTING OF POWERS-OF-ATTORNEY.

I, Notary Public, hereby certify that the appearing party states the truth and acknowledges the sanctions in which he may incur if he misstates at the moment of an interrogatory made by a Notary Public for the Federal District in compliance with the authorities provided by Law, under the terms of articles one hundred sixty five of the Notary Public's Law and three hundred eleven of the Criminal Code, both for the Federal District, which provide:

"Article 165. The sanction provided in article 247 of the Criminal Code shall be applied if:

I.- The individual interrogated by a Notary Public for the Federal District, by the College in compliance with the

authorities provided by this Law, or by the File, does not tell the true;

II.- Such individual misstates information provided in an instrument issued by a Notary Public for the Federal District".

"Article 311. The person, which misstates to an authority in position or due thereto, regarding the facts which caused its intervention, shall be sanctioned by two to six years in prison and by one hundred to three hundred days of fine.

If such misstatement derives from circumstances or accidents regarding the facts which cause the intervention of the authority, the sanction shall be from one to three years in prison, and from fifty to one hundred and fifty days of fine."

The appearing party states that its principals are legally incorporated as it is evidenced as well as his capacity by means of the minutes hereby notarized and by the documents attached to the body of this instrument.

These minutes are notarized under the terms of article one hundred ninety four of the General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*), as the appearing party hereby states not to have the corresponding minutes books by this moment, and hereby presents such minutes separately consisting, the first minutes in four pages and the other five minutes in five pages, written only in the front page, which I hereby transcribe:

A).- "General Extraordinary Shareholders' Meeting of **Henkel Capital, S.A. de C.V.**, held on December 19, 2002.

In Mexico City, Federal District on December 19, 2002 at 18:00 hours, at the corporate domicile of Henkel Capital, S.A. de C.V., the shareholders of the Company and/or their representatives, whose names and capacities are shown on the attendance list transcribed below, met in order to hold a general extraordinary shareholders' meeting of the Company.

The meeting was presided by Mrs. Patricia E. Espinosa Díaz and Mr. Alberto Sepúlveda de la Fuente acted as secretary, which were appointed to hold such positions.

The Chairman of the meeting appointed Ivonne Aguilera Suárez as recount clerk, who accepted her position and proceeded to carry out the recount of the shares represented at the meeting.

Upon verification of the tally, the recount clerk and the secretary certified that there were duly represented 690,850,675 shares with no par value, that is the total number of shares in which the corporate capital of the Company is divided which as of this date amounts MX\$756,713,718.00, pursuant to the following attendance list of the meeting, which reads as follows:

"Attendance list for the general extraordinary shareholders' meeting of Henkel Capital, S.A. de C.V., held on December 19, 2002 providing the number of shares represented and therefore, the votes that each individual present hereat is entitled to cast:

SHAREHOLDERS	SHARES			Paid-in-Capital
	SERIES A (Fixed Capital)	SERIES B (Variable Capital)	SERIES C (Variable Capital)	
Henkel Kg, represented by Ivonne Aguilera Suárez	99,998	676,933,661	13,817,014	MX\$756,713,779.00
Detergenta Investments AG, represented by Alumdena Ariza García	2			MX\$2.00
	100,000	676,933,661	13,817,014	MX\$756,713,781.00
		690,850,675		MX\$756,713,781.00

The undersigned, recount clerk and secretary for this meeting certified that there were 690,850,675 shares duly represented with no par value, that is the total number of shares in which the corporate capital stock of the Company is divided, which as of this date amounts to MX\$756,713,781.00.

The secretary of the meeting certified that both shareholders, as foreign residents, decided not to be recorded with the Federal Taxpayers Registry, therefore this Company has the obligation to notify such circumstance to the Local Administration of Collection within the first quarter following the ending of each fiscal year.

Mexico City, Federal District on December 19, 2002. The recount clerk: Ivonne Aguilera Suárez (signed). The secretary: Alberto Sepúlveda de la Fuente (signed)."

In view of the foregoing certification, the Chairman declared this meeting to be legally installed, certifying that no prior publication of the notification was required since the total number of shares which compose the capital stock of the Company was duly represented, in accordance with article 188 of the General Law of Commercial Companies.

Once the foregoing was carried out, the Chairman read the following agenda for this meeting:

Agenda

- I. Merger Project of Henkel Salgado, S.A. de C.V., Fábrica de Detergente Salgado, S.A. de C.V., Inmobiliaria Rey, S.A. de C.V. and Inmobiliaria Tembo, S.A. de C.V. (the "Merged Companies"), as merged companies which disappear, in Henkel Capital, S.A. de C.V. ("Henkel"), as merging company which subsists. If applicable, provision of the basis and terms of the merger.
- II. Appointment of delegate or delegates in order to notarize and execute, if such the case, the resolutions adopted herein.

The secretary of the meeting informed those present that the Ministry of Finance and Public Credit authorized this merger by official communication number 330-SAT-11-26006 dated December 4, 2002. After a broad deliberation at this respect and after the explanations requested, the following resolutions were unanimously adopted by the shareholders and their representatives:

First Resolution

It is resolved the merger of Henkel Capital, S.A. de C.V., as surviving company, with Henkel Salgado, S.A. de C.V., Fábrica de Detergente Salgado, S.A. de C.V., Inmobiliaria Rey, S.A. de C.V. and Inmobiliaria Tembo, S.A. de C.V., as the companies who will cease to exist, provided that the general extraordinary shareholders meeting of each of the merged companies has approved this merger.

Second Resolution

In accordance with the provisions of Article 223 of the General Law of Commercial Companies, the following shall be the conditions under which the merger will take place:

1. The general balances of the five companies as of December 31, 2002 shall serve as the basis for the merger.
2. The merger shall become effective precisely at 24:00 hours on December 31, 2002, regardless of the date on which the balances are published in the official newspaper of the corporate domicile of the companies that are merging or in the Official Gazette of the Federation (*Diario Oficial de la Federación*) and on which the same are registered with the Public Registry of Commerce of their domiciles, together with these resolutions. The legal effects of such merger shall be retroactive as of such date as long as the creditors do not oppose, or in the event that they do, that such opposition has been judicially waived or withdrawn by those that presented it.
3. At the time the merger becomes effective, Henkel shall become the universal successor of the Merged Companies and the assets and liabilities of the same shall be incorporated into the patrimony of Henkel, without any reserve or limitation and without the need of any specific or complementary legal action except as hereinafter indicated.

Moreover, the assets and liabilities of the Merged Companies shall be consolidated with those of Henkel at 24:00 hours as of December 31, 2002.

4. Therefore, Henkel shall acquire the direct ownership of all tangible and real property, patents, trademarks and commercial names, among others, that make up the assets of the Merged Companies, including the determined or undetermined rights, principals, derivatives or accessories, of which the Merged Companies may be or result to be the title holder presently or in the future, for purposes prior to and following the moment the merger becomes effective.
5. Henkel shall assume responsibility for all the obligations and loans of any kind or nature, principals, derivatives or accessories that make up the liability of the Merged Companies at the time the merger becomes effective, which

shall be the obligations and loans shown on its general balance as of December 31, 2002.

All such liabilities shall be paid punctually by Henkel on the payment dates set forth in the legal acts or agreements that originated them or that may result in accordance with the law.

6. Henkel, as universal successor of the Merged Companies, shall assume responsibility for all current or future employment and tax related obligations, with respect to the workers and employees of the Merged Companies and before the federal tax authorities and, if applicable before the corresponding federal, state or municipal governments and Henkel shall cover the employment related obligations and the taxes that the Merged Companies may owe at the time the merger becomes effective, whether determined before or after such event, and such responsibilities shall include both taxes and charges and sanctions that may result.
7. Each one of the Merged Companies shall prepare a balance at the close of operations at 23 hours on December 31, 2002 and Henkel, for internal purposes, shall prepare an "opening" general balance at 24:00 hours on December 31, 2002, showing the consolidation of its assets and liabilities with those of the Merged Companies.

Third Resolution

It is hereby assigned in favor of Henkel Capital, S.A. de C.V. concession title number SMEX100606/12FMGE94 granted by the National Waters Commission (*Comisión Nacional del Agua*) in favor of Fábrica de Jabón Mariano Salgado, S.A. de C.V., afterwards appointed as DÍAL/Henkel México, S.A. de C.V., then Henkel Detergentes de México, S.A. de C.V. and currently as Henkel Capital, S.A. de C.V., in order to exploit, use or make use of underground national waters in 81,000 annual cubic meters.

Fourth Resolution

Considering that as it is a vertical merger the shareholders of the Merging Company and the four Merged Companies have capital investment in both companies, so it shall not be required to increase the capital stock of Henkel.

Fifth Resolution

As the last item on the agenda, the shareholders and their representatives resolved to authorized Patricia E. Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente, as special delegates appointed in replacement of the Chairman and Secretary, so under the terms of article 10 of the General Law of Commercial Companies, appear and sign, jointly or separately, before the notary public of their choice in order to totally or partially notarize these minutes which was necessary in order to notarize the resolutions mentioned in the body of such minutes, as well as to issue any required certified copies of these minutes.

There being no further matter on the agenda for this extraordinary shareholders meeting to discuss, it was adjourned previous preparation of these minutes which were read and approved by those present and authorized with the signature of the Chairman and the Secretary.

Signature - Patricia E. Espinosa Díaz - Chairman- Signature.-
Alberto Sepúlveda de la Fuente - Secretary"

B).- "General Extraordinary Shareholders' Meeting of **Henkel Salgado, S.A. de C.V.**, held on December 19, 2002.

In Mexico City, Federal District on December 19, 2002 at 12:00 hours, at the corporate domicile of Henkel Salgado, S.A. de C.V., the shareholders of the Company and/or their representatives, whose names and capacities are shown on the attendance list transcribed below, met in order to hold a general extraordinary shareholders' meeting of the Company to which they were called.

The meeting was presided by Mrs. Patricia E. Espinosa Díaz, and Mr. Alberto Sepúlveda de la Fuente acted as secretary, which were appointed to hold such positions.

The Chairman of the meeting appointed Ivonne Aguilera Suárez as recount clerk, who accepted her position and proceeded to carry out the recount of the shares represented at the meeting.

Upon verification of the tally, the recount clerk and the secretary certified that there are duly represented 7,187,000 shares with no par value, that is the total number of shares in which the corporate capital of the Company is divided which as

of this date amounts to MX\$7,187,000.00, pursuant to the following attendance list of the meeting, which reads as follows:

"Attendance list of the general extraordinary shareholders' meeting of Henkel Salgado, S.A. de C.V., held at 12:00 hours on December 19, 2002 providing the number of shares represented and therefore, the votes that each individual present is entitled to cast:

<u>SHAREHOLDERS</u>	<u>SHARES</u>	<u>Capital Stock</u>
Henkel Capital, S.A. de C.V. (R.F.C.: HCA-000314-IC0) represented by Ivonne Aguilera Suárez	7,186,999	MX\$7,186,999.00
Henkel Mexicana, S.A. de C.V. (R.F.C.: HME-991119- PH5) represented by Almudena Ariza García	1	MX\$1.00
Total:	7,187,000	MX\$7,187,000.00

The undersigned, recount clerk and secretary for this meeting certified that there are 7,187,000 shares duly represented with no par value, that is the total number of shares in which the corporate capital stock of the Company is divided, which as of this date amounts to MX\$7,187,000.00.

The secretary of the meeting certified that the federal Tax registry provided by the Mexican shareholder matches with the one which appears in the fiscal registration provided, and that the foreign shareholder does not have such registry for which such company shall give the corresponding notice in order to comply with the obligation provided in article 27 of the Federal Tax Code.

Mexico City, Federal District on December 19, 2002. The recount clerk: Ivonne Aguilera Suárez (signed). The secretary: Alberto Sepúlveda de la Fuente (signed)."

In view of the foregoing certification, the Chairman declared this meeting to be legally installed, as the 100% of the capital stock of the Company is represented, therefore no prior publication of the call for this meeting was required, once the foregoing was carried out, the Chairman read the following agenda for this meeting:

Agenda

- I. Merger Project of Henkel Salgado, S.A. de C.V., Fábrica de Detergente Salgado, S.A. de C.V., Inmobiliaria Rey, S.A. de C.V. and Inmobiliaria Tembo, S.A. de C.V. (the "Merged Companies"), as merged companies which disappear, in Henkel Capital, S.A. de C.V. ("Henkel"), as merging company which subsists. If applicable, provision of the basis and terms of the merger.
- II. Appointment of delegate or delegates in order to notarize and execute, if such the case, the resolutions adopted herein.

The secretary of the meeting informed those present that the Ministry of Finance and Public Credit authorized this merger by official communication number 330-SAT-11-26006 dated December 4, 2002. After a broad deliberation at this respect and after the explanations requested, the shareholders and their representatives unanimously adopted the following resolutions:

First Resolution

It is resolved the merger of Henkel Capital, S.A. de C.V., as surviving company, with Henkel Salgado, S.A. de C.V., Fábrica de Detergente Salgado, S.A. de C.V., Inmobiliaria Rey, S.A. de C.V. and Inmobiliaria Tembo, S.A. de C.V., as the companies who will cease to exist, subject to the approval of the general extraordinary shareholders meeting of Henkel and the other merged companies.

Second Resolution

In accordance with the provisions of Article 223 of the General Law of Commercial Companies, the following shall be the conditions under which the merger will take place:

1. The general balances of the five companies as of December 31, 2002 shall serve as the basis for the merger.
2. The merger shall become effective precisely at 24:00 hours on December 31, 2002, regardless of the date on which the balances are published in the official newspaper of the corporate domicile of the companies that are merging or in the Official Gazette of the Federation (*Diario Oficial de la Federación*) and on which the same are registered with the Public Registry of Commerce of their domiciles,

together with these resolutions. The legal effects of such merger shall be retroactive as of such date as long as the creditors do not oppose, or in the event that they do, that such opposition has been judicially waived or withdrawn by those that presented it.

3. At the time the merger becomes effective, Henkel shall become the universal successor of the Merged Companies and the assets and liabilities of the same shall be incorporated into the patrimony of Henkel, without any reserve or limitation and without the need of any specific or complementary legal action except as hereinafter indicated.

Moreover, the assets and liabilities of the Merged Companies shall be consolidated with those of Henkel at 24:00 hours as of December 31, 2002.

4. Therefore, Henkel shall acquire the direct ownership of all tangible and real property, patents, trademarks and commercial names, among others, that make up the assets of the Merged Companies, including the determined or undetermined rights, principals, derivatives or accessories, of which the Merged Companies may be or result to be the title holder presently or in the future, for purposes prior to and following the moment the merger becomes effective.
5. Henkel shall assume responsibility for all the obligations and loans of any kind or nature, principals, derivatives or accessories that make up the liability of the Merged Companies at the time the merger becomes effective, which shall be the obligations and loans shown on its general balance as of December 31, 2002.

All such liabilities shall be paid punctually by Henkel on the payment dates set forth in the legal acts or agreements that originated them or that may result in accordance with the law.

6. Henkel, as universal successor of the Merged Companies, shall assume responsibility for all current or future employment and tax related obligations, with respect to the workers and employees of the Merged Companies and before the federal tax authorities and, if applicable before the corresponding federal, state or municipal governments and Henkel shall cover the employment related obligations and the taxes that the Merged Companies may owe at the time the

merger becomes effective, whether determined before or after such event, and such responsibilities shall include both taxes and charges and sanctions that may result.

7. Each one of the Merged Companies shall prepare a balance at the close of operations at 23:00 hours on December 31, 2002 and Henkel, for internal purposes, shall prepare an "opening" general balance at 24:00 hours on December 31, 2002, showing the consolidation of its assets and liabilities with those of the Merged Companies.

Third Resolution

For purposes of this merger and under article 10 of the General Law of Commercial Companies, Messers. Alberto Sepúlveda de la Fuente, Ivonne Aguilera Suárez and Almudena Ariza García are hereby authorized, jointly or separately, to appear before Notary Public of their choice in order to grant the following powers:

1. Messers. Patricia E. Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente are hereby authorized, jointly or separately, to formulate and present the declarations and fiscal notices of all genres, including value added tax related.
2. Special power-of-attorney in favor of Messrs. Patricia E. Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente, to be executed jointly or separately, in order to request, proceed and obtain the devolution of all kinds of taxes, including value added tax, as well as to execute any kind of documents for such purposes and to receive the pay checks or other payment instruments regarding tax devolutions.
3. Special power-of-attorney in favor of Messrs. Patricia E. Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente, to be executed jointly or separately for acts of administration, but as broad and sufficient as permitted by law and the circumstances thereof, so in the name and on behalf of the Company carry out any procedures corresponding to the interests of the Company in any matter before any authority, agency or office of the Federal Public Administration, and any other governmental office,

local or municipal, including all kinds of procedures before the Social Security Mexican Institute (*Instituto Mexicano del Seguro Social*), the INFONAVIT, the SAR, the AFORES and the other offices of such nature.

4. General power-of-attorney in favor of Mrs. Patricia E. Espinosa Díaz including all general and special authorities requiring special clause under the terms of law, for acts of domain, acts of administration of assets and for law suits and collections, under the terms of the first three paragraphs of article 2554 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico, including such special authorities provided in articles 2574, 2582, 2587 and 2593 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico and articles 9 and 10 of the General Law of Credit Instruments and Transactions (*Ley General de Títulos y Operaciones de Crédito*), as well as to request and obtain credits, loans, bonds, insurance and to execute credit transactions on behalf of this Company, and to grant and discount credit instruments and any other kind of document, as well as to grant bonds and any other kind of collateral in order to secure the obligations of the Company; file and withdraw from "amparo" trials and the incidents thereof; file and withdraw claims, present accusations, assist the Attorney General and grant judicial pardon to those guilty, being also authorized to grant powers-of-attorney and replace this power-of-attorney, in whole or in part, reserving its exercise, and to revoke the powers-of-attorney and substitutions granted.

Fourth Resolution

As the last item on the agenda, the shareholders and their representatives resolved to authorized Patricia E Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente, as special delegates appointed in replacement of the Chairman and Secretary, so under the terms of article 10 of the General Law of Commercial Companies, appear and sign, jointly or separately, before the notary public of their choice in order to totally or partially notarize these minutes which was necessary in order to notarize the resolutions mentioned in the body of such minutes, and to grant the corresponding powers-of-attorney, as well as to issue any required certified copies of these minutes.

There being no further matter on the agenda for this extraordinary shareholders meeting to discuss, it was adjourned previous preparation of these minutes which were read and approved by those present and authorized with the signature of the Chairman and the Secretary.

Signature - Patricia E. Espinosa Díaz - Chairman- Signature.-
Alberto Sepúlveda de la Fuente - Secretary"

C).- "General Extraordinary Shareholders' Meeting of **Fábrica de Detergente Salgado, S.A. de C.V.**, held on December 19, 2002.

In Mexico City, Federal District on December 19, 2002 at 9:00 hours, at the corporate domicile of **Fábrica de Detergente Salgado, S.A. de C.V.**, the shareholders of the Company and/or their representatives, whose names and capacities are shown on the attendance list transcribed below, met in order to hold a general extraordinary shareholders' meeting of the Company to which they were called.

The meeting was presided by Mrs. Patricia, E Espinosa Díaz, and Mr. Alberto Sepúlveda de la Fuente acted as secretary, which were appointed to hold such positions.

The Chairman of the meeting appointed Ivonne Aguilera Suárez as recount clerk, who accepted her position and proceeded to carry out the recount of the shares represented at the meeting.

Upon verification of the tally, the recount clerk and the secretary certified that there are duly represented 70,592 shares with no par value, that is the total number of shares in which the corporate capital of the Company is divided which as of this date amounts to MX\$70,592,000.00, pursuant to the following attendance list of the meeting, which reads as follows:

"Attendance list of the general extraordinary shareholders' meeting of **Fábrica de Detergente Salgado, S.A. de C.V.**, held at 9:00 hours on December 19, 2002 providing the number of shares represented and therefore, the votes that each individual present is entitled to cast:

<u>SHAREHOLDERS</u>	<u>SHARES</u>		<u>Capital Stock</u>
	<u>Series "A"</u>	<u>Series "B"</u>	
Henkel Salgado, S.A. de C.V. (R.F.C.: HSA-840626-955) represented by Ivonne Aguilera Suárez	49	70,542	MX\$70,591,000.00
Inmobiliaria Rey, S.A. de C.V. (R.F.C.: IRE-801230- S71) represented by Almudena Ariza García	1	---	MX\$1,000.00
Total:	50	70,542	MX\$70,592,000.00

The undersigned, recount clerk and secretary for this meeting certified that there are 70,592 shares duly represented with no par value, that is the total number of shares in which the corporate capital stock of the Company is divided, which as of this date amounts to MX\$70,592,000.00.

The secretary of the meeting certified that the federal Tax registry provided by the Mexican shareholder matches with the one which appears in the fiscal registration provided, and that the foreign shareholder does not have such registry for which such company shall give the corresponding notice in order to comply with the obligation provided in article 27 of the Federal Tax Code.

Mexico City, Federal District on December 19, 2002. The recount clerk: Ivonne Aguilera Suárez (signed). The secretary: Alberto Sepúlveda de la Fuente (signed)."

In view of the foregoing certification, the Chairman declared this meeting to be legally installed, as the 100% of the capital stock of the Company is represented, therefore no prior publication of the call for this meeting was required, once the foregoing was carried out, the Chairman read the following agenda for this meeting:

Agenda

- I. Merger Project of Henkel Salgado, S.A. de C.V., Fábrica de Detergente Salgado, S.A. de C.V., Inmobiliaria Rey, S.A. de C.V. and Inmobiliaria Tembo, S.A. de C.V. (the "Merged Companies"), as merged companies which disappear, in Henkel Capital, S.A. de C.V. ("Henkel"), as merging company which subsists. If applicable, provision of the basis and terms of the merger.

- II. Appointment of delegate or delegates in order to notarize and execute, if such the case, the resolutions adopted herein.

The secretary of the meeting informed those present that the Ministry of Finance and Public Credit authorized this merger by official communication number 330-SAT-11-26006 dated December 4, 2002. After a broad deliberation at this respect and after the explanations requested, the shareholders and their representatives unanimously adopted the following resolutions:

First Resolution

It is resolved the merger of Henkel Capital, S.A. de C.V., as surviving company, with Henkel Salgado, S.A. de C.V., Fábrica de Detergente Salgado, S.A. de C.V., Inmobiliaria Rey, S.A. de C.V. and Inmobiliaria Tembo, S.A. de C.V., as the companies who will cease to exist, subject to the approval of the general extraordinary shareholders meeting of Henkel and the other merged companies.

Second Resolution

In accordance with the provisions of Article 223 of the General Law of Commercial Companies, the following shall be the conditions under which the merger will take place:

1. The general balances of the five companies as of December 31, 2002 shall serve as the basis for the merger.
2. The merger shall become effective precisely at 24:00 hours on December 31, 2002, regardless of the date on which the balances are published in the official newspaper of the corporate domicile of the companies that are merging or in the Official Gazette of the Federation (*Diario Oficial de la Federación*) and on which the same are registered with the Public Registry of Commerce of their domiciles, together with these resolutions. The legal effects of such merger shall be retroactive as of such date as long as the creditors do not oppose, or in the event that they do, that such opposition has been judicially waived or withdrawn by those that presented it.
3. At the time the merger becomes effective, Henkel shall become the universal successor of the Merged Companies and the assets and liabilities of the same shall be incorporated into the patrimony of Henkel, without any

reserve or limitation and without the need of any specific or complementary legal action except as hereinafter indicated.

Moreover, the assets and liabilities of the Merged Companies shall be consolidated with those of Henkel at 24:00 hours as of December 31, 2002.

4. Therefore, Henkel shall acquire the direct ownership of all tangible and real property, patents, trademarks and commercial names, among others, that make up the assets of the Merged Companies, including the determined or undetermined rights, principals, derivatives or accessories, of which the Merged Companies may be or result to be the title holder presently or in the future, for purposes prior to and following the moment the merger becomes effective.
5. Henkel shall assume responsibility for all the obligations and loans of any kind or nature, principals, derivatives or accessories that make up the liability of the Merged Companies at the time the merger becomes effective, which shall be the obligations and loans shown on its general balance as of December 31, 2002.

All such liabilities shall be paid punctually by Henkel on the payment dates set forth in the legal acts or agreements that originated them or that may result in accordance with the law.

6. Henkel, as universal successor of the Merged Companies, shall assume responsibility for all current or future employment and tax related obligations, with respect to the workers and employees of the Merged Companies and before the federal tax authorities and, if applicable before the corresponding federal, state or municipal governments and Henkel shall cover the employment related obligations and the taxes that the Merged Companies may owe at the time the merger becomes effective, whether determined before or after such event, and such responsibilities shall include both taxes and charges and sanctions that may result.
7. Each one of the Merged Companies shall prepare a balance at the close of operations at 23:00 hours on December 31, 2002 and Henkel, for internal purposes, shall prepare an "opening" general balance at 24:00 hours on December 31, 2002, showing the consolidation of its assets and liabilities with those of the Merged Companies.

Third Resolution

For purposes of this merger and under article 10 of the General Law of Commercial Companies, Messers. Alberto Sepúlveda de la Fuente, Ivonne Aguilera Suárez and Almudena Ariza García are hereby authorized, jointly or separately, to appear before Notary Public of their choice in order to grant the following powers:

1. Messers. Patricia E. Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente are hereby authorized, jointly or separately, to formulate and present the declarations and fiscal notices of all genres, including value added tax related.
2. Special power-of-attorney in favor of Messrs. Patricia E. Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente, to be executed jointly or separately, in order to request, proceed and obtain the devolution of, all kinds of taxes, including value added tax, as well as to execute any kind of documents for such purposes and to receive the pay checks or other payment instruments regarding tax devolutions.
3. Special power-of-attorney in favor of Messrs. Patricia E. Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente, to be executed jointly or separately for acts of administration, but as broad and sufficient as permitted by law and the circumstances thereof, so in the name and on behalf of the Company carry out any procedures corresponding to the interests of the Company in any matter before any authority, agency or office of the Federal Public Administration, and any other governmental office, local or municipal, including all kinds of procedures before the Social Security Mexican Institute (*Instituto Mexicano del Seguro Social*), the INFONAVIT, the SAR, the AFORES and the other offices of such nature.
4. General power-of-attorney in favor of Mrs. Patricia E. Espinosa Díaz including all general and special authorities requiring special clause under the terms of law, for acts of domain, acts of administration of assets and for law suits and collections, under the terms of the first three paragraphs of article 2554 of the Federal Civil Code and

its correlative articles of the several civil codes for the states of Mexico, including such special authorities provided in articles 2574, 2582, 2587 and 2593 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico and articles 9 and 10 of the General Law of Credit Instruments and Transactions (*Ley General de Títulos y Operaciones de Crédito*), as well as to request and obtain credits, loans, bonds, insurance and to execute credit transactions on behalf of this Company, and to grant and discount credit instruments and any other kind of document, as well as to grant bonds and any other kind of collateral in order to secure the obligations of the Company; file and withdraw from "amparo" trials and the incidents thereof; file and withdraw claims, present accusations, assist the Attorney General and grant judicial pardon to those guilty, being also authorized to grant powers-of-attorney and replace this power-of-attorney, in whole or in part, reserving its exercise, and to revoke the powers-of-attorney and substitutions granted.

Fourth Resolution

As the last item on the agenda, the shareholders and their representatives resolved to authorized Patricia E Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente, as special delegates appointed in replacement of the Chairman and Secretary, so under the terms of article 10 of the General Law of Commercial Companies, appear and sign, jointly or separately, before the notary public of their choice in order to totally or partially notarize these minutes which was necessary in order to notarize the resolutions mentioned in the body of such minutes, and to grant the corresponding powers-of-attorney, as well as to issue any required certified copies of these minutes.

There being no further matter on the agenda for this extraordinary shareholders meeting to discuss, it was adjourned previous preparation of these minutes which were read and approved by those present and authorized with the signature of the Chairman and the Secretary.

Signature - Patricia E Espinosa Díaz - Chairman- Signature.-
Alberto Sepúlveda de la Fuente - Secretary"

D).- "General Extraordinary Shareholders' Meeting of Inmobiliaria Rey, S.A. de C.V., held on December 19, 2002.

In Mexico City, Federal District on December 19, 2002 at 10:00 hours, at the corporate domicile of Inmobiliaria Rey, S.A. de C.V., the shareholders of the Company and/or their representatives, whose names and capacities are shown on the attendance list transcribed below, met in order to hold a general extraordinary shareholders' meeting of the Company to which they were called.

The meeting was presided by Mrs. Patricia E Espinosa Díaz, and Mr. Alberto Sepúlveda de la Fuente acted as secretary, which were appointed to hold such positions.

The Chairman of the meeting appointed Ivonne Aguilera Suárez as recount clerk, who accepted her position and proceeded to carry out the recount of the shares represented at the meeting.

Upon verification of the tally, the recount clerk and the secretary certified that there are duly represented 5,300 shares with no par value, that is the total number of shares in which the corporate capital of the Company is divided which as of this date amounts to MX\$53,000.00, pursuant to the following attendance list of the meeting, which reads as follows:

"Attendance list of the general extraordinary shareholders' meeting of Inmobiliaria Rey, S.A. de C.V., held at 10:00 hours on December 19, 2002 providing the number of shares represented and therefore, the votes that each individual present is entitled to cast:

<u>SHAREHOLDERS</u>	<u>SHARES</u>	<u>Capital Stock</u>
Henkel Salgado, S.A. de C.V. (R.F.C.: HSA-840626-955) represented by Ivonne Aguilera Suárez	5,296	MX\$52,960.00
Inmobiliaria Tembo, S.A. de C.V. (R.F.C.: ITE-980109- KV7) represented by Almudena Ariza García	4	MX\$40.00
Total:	5,300	MX\$53,000.00

The undersigned, recount clerk and secretary for this meeting certified that there are 5,300 shares duly represented with no par value, that is the total number of shares in which the

corporate capital stock of the Company is divided, which as of this date amounts to MX\$53,000.00.

The secretary of the meeting certified that the federal Tax registry provided by the Mexican shareholder matches with the one which appears in the fiscal registration provided, and that the foreign shareholder does not have such registry for which such company shall give the corresponding notice in order to comply with the obligation provided in article 27 of the Federal Tax Code.

Mexico City, Federal District on December 19, 2002. The recount clerk: Ivonne Aguilera Suárez (signed). The secretary: Alberto Sepúlveda de la Fuente (signed)."

In view of the foregoing certification, the Chairman declared this meeting to be legally installed, as the 100% of the capital stock of the Company is represented, therefore no prior publication of the call for this meeting was required, once the foregoing was carried out, the Chairman read the following agenda for this meeting:

Agenda

- I. Merger Project of Henkel Salgado, S.A. de C.V., Fábrica de Detergente Salgado, S.A. de C.V., Inmobiliaria Rey, S.A. de C.V. and Inmobiliaria Tembo, S.A. de C.V. (the "Merged Companies"), as merged companies which disappear, in Henkel Capital, S.A. de C.V. ("Henkel"), as merging company which subsists. If applicable, provision of the basis and terms of the merger.
- II. Appointment of delegate or delegates in order to notarize and execute, if such the case, the resolutions adopted herein.

The secretary of the meeting informed those present that the Ministry of Finance and Public Credit authorized this merger by official communication number 330-SAT-11-26006 dated December 4, 2002. After a broad deliberation at this respect and after the explanations requested, the shareholders and their representatives unanimously adopted the following resolutions:

First Resolution

It is resolved the merger of Henkel Capital, S.A. de C.V., as surviving company, with Henkel Salgado, S.A. de C.V., Fábrica de

Detergente Salgado, S.A. de C.V., Inmobiliaria Rey, S.A. de C.V. and Inmobiliaria Tembo, S.A. de C.V., as the companies who will cease to exist, subject to the approval of the general extraordinary shareholders meeting of Henkel and the other merged companies.

Second Resolution

In accordance with the provisions of Article 223 of the General Law of Commercial Companies, the following shall be the conditions under which the merger will take place:

1. The general balances of the five companies as of December 31, 2002 shall serve as the basis for the merger.
2. The merger shall become effective precisely at 24:00 hours on December 31, 2002, regardless of the date on which the balances are published in the official newspaper of the corporate domicile of the companies that are merging or in the Official Gazette of the Federation (*Diario Oficial de la Federación*) and on which the same are registered with the Public Registry of Commerce of their domiciles, together with these resolutions. The legal effects of such merger shall be retroactive as of such date as long as the creditors do not oppose, or in the event that they do, that such opposition has been judicially waived or withdrawn by those that presented it.
3. At the time the merger becomes effective, Henkel shall become the universal successor of the Merged Companies and the assets and liabilities of the same shall be incorporated into the patrimony of Henkel, without any reserve or limitation and without the need of any specific or complementary legal action except as hereinafter indicated.

Moreover, the assets and liabilities of the Merged Companies shall be consolidated with those of Henkel at 24:00 hours as of December 31, 2002.

4. Therefore, Henkel shall acquire the direct ownership of all tangible and real property, patents, trademarks and commercial names, among others, that make up the assets of the Merged Companies, including the determined or undetermined rights, principals, derivatives or accessories, of which the Merged Companies may be or result to be the title holder presently or in the future, for

purposes prior to and following the moment the merger becomes effective.

5. Henkel shall assume responsibility for all the obligations and loans of any kind or nature, principals, derivatives or accessories that make up the liability of the Merged Companies at the time the merger becomes effective, which shall be the obligations and loans shown on its general balance as of December 31, 2002.

All such liabilities shall be paid punctually by Henkel on the payment dates set forth in the legal acts or agreements that originated them or that may result in accordance with the law.

6. Henkel, as universal successor of the Merged Companies, shall assume responsibility for all current or future employment and tax related obligations, with respect to the workers and employees of the Merged Companies and before the federal tax authorities and, if applicable before the corresponding federal, state or municipal governments and Henkel shall cover the employment related obligations and the taxes that the Merged Companies may owe at the time the merger becomes effective, whether determined before or after such event, and such responsibilities shall include both taxes and charges and sanctions that may result.
7. Each one of the Merged Companies shall prepare a balance at the close of operations at 23:00 hours on December 31, 2002 and Henkel, for internal purposes, shall prepare an "opening" general balance at 24:00 hours on December 31, 2002, showing the consolidation of its assets and liabilities with those of the Merged Companies.

Third Resolution

For purposes of this merger and under article 10 of the General Law of Commercial Companies, Messers. Alberto Sepúlveda de la Fuente, Ivonne Aguilera Suárez and Almudena Ariza García are hereby authorized, jointly or separately, to appear before Notary Public of their choice in order to grant the following powers:

1. Messers. Patricia E. Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente are hereby authorized, jointly or separately, to formulate and present the declarations and

fiscal notices of all genres, including value added tax related.

2. Special power-of-attorney in favor of Messrs. Patricia E. Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente, to be executed jointly or separately, in order to request, proceed and obtain the devolution of all kinds of taxes, including value added tax, as well as to execute any kind of documents for such purposes and to receive the pay checks or other payment instruments regarding tax devolutions.
3. Special power-of-attorney in favor of Messrs. Patricia E. Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente, to be executed jointly or separately for acts of administration, but as broad and sufficient as permitted by law and the circumstances thereof, so in the name and on behalf of the Company carry out any procedures corresponding to the interests of the Company in any matter before any authority, agency or office of the Federal Public Administration, and any other governmental office, local or municipal, including all kinds of procedures before the Social Security Mexican Institute (*Instituto Mexicano del Seguro Social*), the INFONAVIT, the SAR, the AFORES and the other offices of such nature.
4. General power-of-attorney in favor of Mrs. Patricia E. Espinosa Díaz including all general and special authorities requiring special clause under the terms of law, for acts of domain, acts of administration of assets and for law suits and collections, under the terms of the first three paragraphs of article 2554 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico, including such special authorities provided in articles 2574, 2582, 2587 and 2593 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico and articles 9 and 10 of the General Law of Credit Instruments and Transactions (*Ley General de Títulos y Operaciones de Crédito*), as well as to request and obtain credits, loans, bonds, insurance and to execute credit transactions on behalf of this Company, and to grant and discount credit instruments and any other kind of document, as well as to grant bonds and any other kind of collateral in order to secure the obligations of the Company; file and withdraw

from "amparo" trials and the incidents thereof; file and withdraw claims, present accusations, assist the Attorney General and grant judicial pardon to those guilty, being also authorized to grant powers-of-attorney and replace this power-of-attorney, in whole or in part, reserving its exercise, and to revoke the powers-of-attorney and substitutions granted.

Fourth Resolution

As the last item on the agenda, the shareholders and their representatives resolved to authorized Patricia E. Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente, as special delegates appointed in replacement of the Chairman and Secretary, so under the terms of article 10 of the General Law of Commercial Companies, appear and sign, jointly or separately, before the notary public of their choice in order to totally or partially notarize these minutes which was necessary in order to notarize the resolutions mentioned in the body of such minutes, and to grant the corresponding powers-of-attorney, as well as to issue any required certified copies of these minutes.

There being no further matter on the agenda for this extraordinary shareholders meeting to discuss, it was adjourned previous preparation of these minutes which were read and approved by those present and authorized with the signature of the Chairman and the Secretary.

Signature - Patricia E. Espinosa Díaz - Chairman- Signature.-
Alberto Sepúlveda de la Fuente - Secretary"

E).- "General Extraordinary Shareholders' Meeting of **Inmobiliaria Tembo, S.A. de C.V.**, held on December 19, 2002.

In Mexico City, Federal District on December 19, 2002 at 11:00 hours, at the corporate domicile of Inmobiliaria Tembo, S.A. de C.V., the shareholders of the Company and/or their representatives, whose names and capacities are shown on the attendance list transcribed below, met in order to hold a general extraordinary shareholders' meeting of the Company to which they were called.

The meeting was presided by Mrs. Patricia E. Espinosa Díaz, and Mr. Alberto Sepúlveda de la Fuente acted as secretary, which were appointed to hold such positions.

The Chairman of the meeting appointed Ivonne Aguilera Suárez as recount clerk, who accepted her position and proceeded to carry out the recount of the shares represented at the meeting.

Upon verification of the tally, the recount clerk and the secretary certified that there are duly represented 6,041 shares with no par value, that is the total number of shares in which the corporate capital of the Company is divided which as of this date amounts to MX\$6,041,000.00, pursuant to the following attendance list of the meeting, which reads as follows:

"Attendance list of the general extraordinary shareholders' meeting of Inmobiliaria Tembo, S.A. de C.V., held at 11:00 hours on December 19, 2002 providing the number of shares represented and therefore, the votes that each individual present is entitled to cast:

<u>SHAREHOLDERS</u>	<u>SHARES</u>	<u>Capital Stock</u>
Henkel Salgado, S.A. de C.V. (R.F.C.: HSA-840626-955) represented by Ivonne Aguilera Suárez	6,040	MX\$6,040,000.00
Fábrica de Detergente Salgado, S.A. de C.V. (R.F.C.: FDS-980330-900) represented by Almudena Ariza García	1	MX\$1,000.00
Total:	6,041	MX\$6,041,000.00

The undersigned, recount clerk and secretary for this meeting certified that there are 6,041 shares duly represented with no par value, that is the total number of shares in which the corporate capital stock of the Company is divided, which as of this date amounts to MX\$6,041,000.00.

The secretary of the meeting certified that the federal Tax registry provided by the Mexican shareholder matches with the one which appears in the fiscal registration provided, and that the foreign shareholder does not have such registry for which such company shall give the corresponding notice in order to comply with the obligation provided in article 27 of the Federal Tax Code.

Mexico City, Federal District on December 19, 2002. The recount clerk: Ivonne Aguilera Suárez (signed). The secretary: Alberto Sepúlveda de la Fuente (signed)."

In view of the foregoing certification, the Chairman declared this meeting to be legally installed, as the 100% of the capital stock of the Company is represented, therefore no prior publication of the call for this meeting was required, once the foregoing was carried out, the Chairman read the following agenda for this meeting:

Agenda

- I. Merger Project of Henkel Salgado, S.A. de C.V., Fábrica de Detergente Salgado, S.A. de C.V., Inmobiliaria Rey, S.A. de C.V. and Inmobiliaria Tembo, S.A. de C.V. (the "Merged Companies"), as merged companies which disappear, in Henkel Capital, S.A. de C.V. ("Henkel"), as merging company which subsists. If applicable, provision of the basis and terms of the merger.
- II. Appointment of delegate or delegates in order to notarize and execute, if such the case, the resolutions adopted herein.

The secretary of the meeting informed those present that the Ministry of Finance and Public Credit authorized this merger by official communication number 330-SAT-11-26006 dated December 4, 2002. After a broad deliberation at this respect and after the explanations requested, the shareholders and their representatives unanimously adopted the following resolutions:

First Resolution

It is resolved the merger of Henkel Capital, S.A. de C.V., as surviving company, with Henkel Salgado, S.A. de C.V., Fábrica de Detergente Salgado, S.A. de C.V., Inmobiliaria Rey, S.A. de C.V. and Inmobiliaria Tembo, S.A. de C.V., as the companies who will cease to exist, subject to the approval of the general extraordinary shareholders meeting of Henkel and the other merged companies.

Second Resolution

In accordance with the provisions of Article 223 of the General Law of Commercial Companies, the following shall be the conditions under which the merger will take place:

1. The general balances of the five companies as of December 31, 2002 shall serve as the basis for the merger.

2. The merger shall become effective precisely at 24:00 hours on December 31, 2002, regardless of the date on which the balances are published in the official newspaper of the corporate domicile of the companies that are merging or in the Official Gazette of the Federation (*Diario Oficial de la Federación*) and on which the same are registered with the Public Registry of Commerce of their domiciles, together with these resolutions. The legal effects of such merger shall be retroactive as of such date as long as the creditors do not oppose, or in the event that they do, that such opposition has been judicially waived or withdrawn by those that presented it.
3. At the time the merger becomes effective, Henkel shall become the universal successor of the Merged Companies and the assets and liabilities of the same shall be incorporated into the patrimony of Henkel, without any reserve or limitation and without the need of any specific or complementary legal action except as hereinafter indicated.

Moreover, the assets and liabilities of the Merged Companies shall be consolidated with those of Henkel at 24:00 hours as of December 31, 2002.

4. Therefore, Henkel shall acquire the direct ownership of all tangible and real property, patents, trademarks and commercial names, among others, that make up the assets of the Merged Companies, including the determined or undetermined rights, principals, derivatives or accessories, of which the Merged Companies may be or result to be the title holder presently or in the future, for purposes prior to and following the moment the merger becomes effective.
5. Henkel shall assume responsibility for all the obligations and loans of any kind or nature, principals, derivatives or accessories that make up the liability of the Merged Companies at the time the merger becomes effective, which shall be the obligations and loans shown on its general balance as of December 31, 2002.

All such liabilities shall be paid punctually by Henkel on the payment dates set forth in the legal acts or agreements that originated them or that may result in accordance with the law.

6. Henkel, as universal successor of the Merged Companies, shall assume responsibility for all current or future employment and tax related obligations, with respect to the workers and employees of the Merged Companies and before the federal tax authorities and, if applicable before the corresponding federal, state or municipal governments and Henkel shall cover the employment related obligations and the taxes that the Merged Companies may owe at the time the merger becomes effective, whether determined before or after such event, and such responsibilities shall include both taxes and charges and sanctions that may result.
7. Each one of the Merged Companies shall prepare a balance at the close of operations at 23:00 hours on December 31, 2002 and Henkel, for internal purposes, shall prepare an "opening" general balance at 24:00 hours on December 31, 2002, showing the consolidation of its assets and liabilities with those of the Merged Companies.

Third Resolution

For purposes of this merger and under article 10 of the General Law of Commercial Companies, Messers. Alberto Sepúlveda de la Fuente, Ivonne Aguilera Suárez and Almudena Ariza García are hereby authorized, jointly or separately, to appear before Notary Public of their choice in order to grant the following powers:

1. Messers. Patricia E. Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente are hereby authorized, jointly or separately, to formulate and present the declarations and fiscal notices of all genres, including value added tax related.
2. Special power-of-attorney in favor of Messrs. Patricia E. Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente, to be executed jointly or separately, in order to request, proceed and obtain the devolution of all kinds of taxes, including value added tax, as well as to execute any kind of documents for such purposes and to receive the pay checks or other payment instruments regarding tax devolutions.
3. Special power-of-attorney in favor of Messrs. Patricia E. Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José

Carlos Germán González and Alberto Sepúlveda de la Fuente, to be executed jointly or separately for acts of administration, but as broad and sufficient as permitted by law and the circumstances thereof, so in the name and on behalf of the Company carry out any procedures corresponding to the interests of the Company in any matter before any authority, agency or office of the Federal Public Administration, and any other governmental office, local or municipal, including all kinds of procedures before the Social Security Mexican Institute (*Instituto Mexicano del Seguro Social*), the INFONAVIT, the SAR, the AFORES and the other offices of such nature.

4. General power-of-attorney in favor of Mrs. Patricia E. Espinosa Díaz including all general and special authorities requiring special clause under the terms of law, for acts of domain, acts of administration of assets and for law suits and collections, under the terms of the first three paragraphs of article 2554 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico, including such special authorities provided in articles 2574, 2582, 2587 and 2593 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico and articles 9 and 10 of the General Law of Credit Instruments and Transactions (*Ley General de Títulos y Operaciones de Crédito*), as well as to request and obtain credits, loans, bonds, insurance and to execute credit transactions on behalf of this Company, and to grant and discount credit instruments and any other kind of document, as well as to grant bonds and any other kind of collateral in order to secure the obligations of the Company; file and withdraw from "amparo" trials and the incidents thereof; file and withdraw claims, present accusations, assist the Attorney General and grant judicial pardon to those guilty, being also authorized to grant powers-of-attorney and replace this power-of-attorney, in whole or in part, reserving its exercise, and to revoke the powers-of-attorney and substitutions granted.

Fourth Resolution

As the last item on the agenda, the shareholders and their representatives resolved to authorized Patricia E Espinosa Díaz, Eduardo Maximino Barragán Velázquez, José Carlos Germán González and Alberto Sepúlveda de la Fuente, as special delegates appointed in replacement of the Chairman and Secretary, so under

the terms of article 10 of the General Law of Commercial Companies, appear and sign, jointly or separately, before the notary public of their choice in order to totally or partially notarize these minutes which was necessary in order to notarize the resolutions mentioned in the body of such minutes, and to grant the corresponding powers-of-attorney, as well as to issue any required certified copies of these minutes.

There being no further matter on the agenda for this extraordinary shareholders meeting to discuss, it was adjourned previous preparation of these minutes which were read and approved by those present and authorized with the signature of the Chairman and the Secretary.

Signature - Patricia E Espinosa Díaz - Chairman- Signature.-
Alberto Sepúlveda de la Fuente - Secretary"

F).- **PUBLICATION.**- The merger agreement, balances and the system provided for the extinction of the liability of the surviving company "HENKEL CAPITAL, VARIABLE CAPITAL CORPORATION and the merged companies "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, "INMOBILIARIA REY, VARIABLE CAPITAL CORPORATION and "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, shall be published in the official gazette corresponding to the domicile of the companies or in the Official Federation Gazette. A copy of such documents shall be attached to the appendix hereof.

IN WITNESS WHEREOF, the appearing party provides the following:

CLAUSES

FIRST.- The Minutes of the General Extraordinary Shareholders' Meetings of "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION and "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, held on December nineteenth of two thousand and two, which have been transcribed is hereby notarized.

SECOND.- Mr. ALBERTO SEPÚLVEDA DE LA FUENTE, in his capacity as Delegate of the Extraordinary Shareholders' Meetings contained in sections A), B), C), D) and E) hereof shall cause the formalization of the merger agreement executed by and between "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, as the SURVIVING COMPANY

and "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION and "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, as the MERGED COPANIES.

THIRD.- Pursuant to the merger referred in the foregoing clause, "HENKEL CAPITAL", SOCIEDAD ANÓNMA DE CAPITAL VARIABLE acknowledges and acquires as of December thirty first, two thousand two, the assets and liabilities of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION and "IMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, existing as of such date, as well as such assets and liabilities existing after the effectiveness of the merger and therefore shall be obliged to pay them.

FOURTH.- Mr. ALBERTO SEPÚLVEDA DE LA FUENTE, in his capacity as Special Delegate of the General Extraordinary Shareholders' Meeting of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION and on behalf of such company, grants a special power-of-attorney in favor of himself and Mrs. PATRICIA E. ESPINOSA DÍAZ, Mr. EDUARDO MAXIMINO BARRAGÁN VELÁZQUEZ and Mr. JOSÉ CARLOS GERMÁN GONZÁLEZ, in order to be exercised under the terms of and with the authorities provided in number one, two and three of the third resolution of the notarized minutes, of such company.

FIFTH.- Mr. ALBERTO SEPÚLVEDA DE LA FUENTE, in his capacity as Special Delegate of the General Extraordinary Shareholders' Meeting of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION and on behalf of such company, grants a general power-of-attorney in favor of Mrs. PATRICIA E. ESPINOSA DIAZ, to be exercised under the terms of and with the authorities provided in number four of the third resolution of the notarized minutes, of such company.

SIXTH.- Mr. ALBERTO SEPÚLVEDA DE LA FUENTE, in his capacity as Special Delegate of the General Extraordinary Shareholders' Meeting of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION and on behalf of such company, grants a special power-of-attorney in favor of himself and Mrs. PATRICIA E. ESPINOSA DÍAZ, Mr. EDUARDO MAXIMINO BARRAGÁN VELÁZQUEZ and Mr. JOSÉ CARLOS GERMÁN GONZÁLEZ, to be exercised under the terms and with the authorities provided in number one, two and three of the third resolution of the notarized minutes, of such company.

SEVENTH.- Mr. ALBERTO SEPÚLVEDA DE LA FUENTE, in his capacity as Special Delegate of the General Extraordinary Shareholders' Meeting of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL

CORPORATION and on behalf of such company, grants a general power-of-attorney in favor of Mrs. PATRICIA E. ESPINOSA DÍAZ to be exercised under the terms and with the authorities provided in number four of the third resolution of the notarized minutes, of such company.

EIGHTH.- Mr. ALBERTO SEPÚLVEDA DE LA FUENTE, in his capacity as Special Delegate of the General Extraordinary Shareholders' Meeting of "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION and on behalf of such company, grants a special power-of-attorney in favor of himself and Mrs. PATRICIA E. ESPINOSA DÍAZ, Mr. EDUARDO MAXIMINO BARRAGÁN VELÁZQUEZ and Mr. JOSÉ CARLOS GERMÁN GONZÁLEZ, to be exercised under the terms and with the authorities provided in number one, two and three of the third resolution of the notarized minutes, of such company.

NINTH.- Mr. ALBERTO SEPÚLVEDA DE LA FUENTE, in his capacity as Special Delegate of the General Extraordinary Shareholders' Meeting of "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION and on behalf of such company, grants a general power-of-attorney in favor of Mrs. PATRICIA E. ESPINOSA DÍAZ to be exercised under the terms and with the authorities provided in number four of the third resolution of the notarized minutes, of such company.

TENTH.- Mr. ALBERTO SEPÚLVEDA DE LA FUENTE, in his capacity as Special Delegate of the General Extraordinary Shareholders' Meeting of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION and on behalf of such company, grants a special power-of-attorney in favor of himself and Mrs. PATRICIA E. ESPINOSA DÍAZ, Mr. EDUARDO MAXIMINO BARRAGÁN VELÁZQUEZ and Mr. JOSÉ CARLOS GERMÁN GONZÁLEZ, to be exercised under the terms and with the authorities provided in number one, two and three of the third resolution of the notarized minutes, of such company.

ELEVENTH.- Mr. ALBERTO SEPÚLVEDA DE LA FUENTE, in his capacity as Special Delegate of the General Extraordinary Shareholders' Meeting of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION and on behalf of such company, grants a general power-of-attorney in favor of Mrs. PATRICIA E. ESPINOSA DÍAZ to be exercised under the terms and with the authorities provided in number four of the third resolution of the notarized minutes, of such company.

In order to be in compliance with article two thousand five hundred fifty four of the Civil Code for the Federal District and its correlative article of the Federal Civil Code, here is a transcription thereof:

"Article 2554. In all general powers-of-attorney for law-suits and collections, it shall be sufficient to say that the power is granted with all the general powers and with the special powers which require a special clause pursuant to the law, in order that they may be considered as conferred without any limitation.

In general powers-of-attorney to administer property, it shall be sufficient to state that they are given with that character in order that the attorney-in-fact may have all manner of administrative power.

In general powers-of-attorney to exercise acts of ownership, it shall be sufficient that they are given with that character in order that the attorney-in-fact may have all powers of an owner, both with respect to property and in order to take all manner of steps to defend it.

In any of the three cases above-mentioned, if it is desired to limit the Powers of the attorneys-in-fact, the limitations shall be set out or the power-of-attorney shall be a special power-of-attorney.

Notaries shall insert, this article in the notarial copies of the powers-of-attorney which they execute".

CAPACITY.- The appearing party states that his capacity is effective, since it has not been revoked or in any manner limited and that his principals are authorized for the execution of this act as it is hereby evidenced, as well as the legal existence of **"HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION** and **"INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION**, with the notarized minutes and with the documents mentioned below and which are detailed in the certifications attached to the appendix hereto with letter "A" one to "A" five:

I.- "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION:

a).- Certified copy of public deed number two thousand six hundred fifty nine, dated February twelve two thousand one, granted by Mr. **ÁNGEL GILBERTO ADAME LÓPEZ**, Notary Public number Two hundred three for the Federal District, which first testimony is recorded with the Public Registry of Commerce of the Federal District, under Commercial Number two hundred

seventy three thousand six hundred thirty three, dated July twenty three two thousand one and which the appearing party hereby evidences, which caused the formalization of the general extraordinary and ordinary shareholders' meeting minutes of "DIAL/HENKEL MÉXICO", VARIABLE CAPITAL CORPORATION, executed on December twenty nine two thousand, which provides, among other things, the change of name of such company to "HENKEL DETERGENTES DE MÉXICO", VARIABLE CAPITAL CORPORATION, the modification of article second of its by-laws and the appointment of members of the board of directors.

b).- Public deed granted by me, number seventy four thousand three hundred forty, dated January first two thousand two, which first testimony is recorded with the Public Registry of Commerce of the Federal District, under Commercial Number two hundred seventy three thousand six hundred thirty three and with the Public Registry of Commerce of Tlalneantla, ascribed to the municipalities of Ecatepec and Coacalco, State of México, under file number five hundred twenty nine, volume sixteen, first book of commerce of Ecatepec, State of México, dated April twenty six two thousand two, which caused the formalization of the General Extraordinary Shareholders' Meetings of "CORPEDETER", VARIABLE CAPITAL CORPORATION and "HENKEL DETERGENTES DE MÉXICO", VARIABLE CAPITAL CORPORATION, executed on January first two thousand two, which provide the merger of "CORPEDETER" VARIABLE CAPITAL CORPORATION, as merged company, which ceases to exist and as merging company "HENKEL DETERGENTES DE MÉXICO", VARIABLE CAPITAL CORPORATION, the surviving company, the capital stock increase of "HENKEL DETERGENTES DE MÉXICO", VARIABLE CAPITAL CORPORATION derived from such merger; the change corporate name of "HENKEL DETERGENTES DE MÉXICO", VARIABLE CAPITAL CORPORATION to "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION and in consequence the total amendment of its by-laws; and the appointment of members of the board of directors and examiners; and the revocation and granting of powers-of-attorney.

II.- "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION:

a).- Certified copy of the first testimony of public deed number seven thousand nine hundred forty eight, dated June six two thousand, granted by Mr. VICTOR ALFONSO VALERA PÉREZ, Notary Public number Twenty for the city of Toluca, State of Mexico, recorded with the Public Registry of Commerce for Toluca, State of Mexico, in the first book, commerce section, volume thirty nine, file number two hundred forty six, in zero pages, dated June twenty two thousand which the appearing party hereby evidences, which caused the formalization of the General Extraordinary and Ordinary Shareholders' Meeting Minutes of

"FÁBRICA DE JABÓN MARIANO SALGADO", VARIABLE CAPITAL CORPORATION, dated May second two thousand, which provides, among other things, the total amendment of the by-laws of the company and the appointment of members of the Board of Directors and Examiner.

b).- Certified copy of the first testimony of public deed number eight thousand four hundred forty eight, dated March thirteen two thousand one, granted by Mr. VICTOR ALFONSO VALERA PÉREZ, Notary Public number Twenty for the Judicial District of Toluca, State of Mexico, which first testimony was recorded with the Public Registry of Commerce for the District of Toluca, State of Mexico, in the first book, commerce section, volume forty, under file number one hundred ninety six, folio three hundred thirty two, dated May second two thousand one, which the appearing party hereby evidences, which caused the formalization of the General Extraordinary Shareholders' Meeting of "FÁBRICA DE JABÓN MARIANO SALGADO", VARIABLE CAPITAL CORPORATION, dated February twenty seven two thousand one, which provides the change of its corporate name to "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION.

c).- Public deed granted by me, number seventy four thousand seven hundred sixty six, dated April fifth two thousand two, which testimony is pending to be recorded since it has just been granted, which caused the formalization of the General Ordinary Shareholders' Meeting of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, dated December nineteen two thousand one, which provides the resignation and appointment of members of the board of directors, the resignation and appointment of examiner, the ratification of the owner and alternate secretary and the revocation of powers-of-attorney.

d).- Public deed granted by me, number seventy four thousand seven hundred sixty seven, dated April fifth two thousand two, which testimony is pending to be recorded in the Public Registry of Commerce of the Federal District, which caused the formalization of the General Extraordinary and Ordinary Shareholders' Meeting Minutes of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, dated January second two thousand two, which provides the total amendment of the incorporation public deed and as consequence the by-laws; the resignation and appointment of members of the board of directors and examiners; the revocation and granting of powers-of-attorney and the appointment of external auditors.

III.- "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION:

a).- Certified copy of public deed number seventy two thousand two hundred thirty six, dated March thirty nineteen ninety eight, granted by Mr. VICENTE LECHUGA MANTERNACH, Notary Public number Four for the City of Toluca, State of Mexico, which first testimony was recorded with the Public Registry of Commerce of the District of Toluca, State of Mexico, under file number three hundred sixty, in seventy pages, first book, commerce section, folio five hundred ninety, dated June fifteen nineteen ninety eight, which the appearing party hereby evidences, which provides the incorporation of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION.

b).- Certified copy of the first testimony of public deed number seven thousand seven hundred seventy one, dated March twenty two thousand, granted by Mr. VICTOR ALFONSO VARELA PÉREZ, Notary Public number Twenty for the City of Toluca, State of Mexico, recorded with the Public Registry of Commerce of the District of Toluca, State of Mexico, under file number eighty eight, folio four hundred twenty seven, volume thirty nine, first book, commerce section, dated April twenty seven two thousand, which caused the formalization of the General Extraordinary Shareholders' Meeting of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, dated January six nineteen ninety nine which provides the capital stock increase in its variable portion.

c).- Certified copy of the first testimony of public deed number seven thousand seven hundred seventy three, dated March twenty two thousand, which first testimony is recorded with the Public Registry of Commerce of the District of Toluca, State of Mexico, under file number ninety three, volume thirty nine, first book, folio four hundred twenty nine, commerce section, dated April twenty seven two thousand, which caused the formalization of the General Extraordinary and Ordinary Shareholders' Meeting Minutes of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, dated January fourteen two thousand which provides among other things the modification of the foreigners exclusion clause in the foreigners admission and the modification of clause second of the by-laws.

d).- Public deed granted by me, number seventy four thousand seven hundred sixty eight, dated April five two thousand two, which first testimony is pending to be recorded in the Public Registry of Commerce of the District of Toluca, State of Mexico, which caused the formalization of the General Ordinary Shareholders' Meeting of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, dated December nineteen two thousand one, which provides among other things the resignation

and appointment of members of the board of directors; the resignation and appointment of the examiner; the ratification of the owner and alternate secretary and the revocation of powers-of-attorney.

e).- Public deed granted by me, number seventy four thousand seven hundred sixty nine, dated April five two thousand two, which first testimony is pending to be recorded in the Public Registry of Commerce of the District of Toluca, State of Mexico and with the Public Registry Commerce of the Federal District, which caused the formalization of the General Extraordinary and Ordinary Shareholders' Meeting of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, dated January second two thousand two, which provides among other things the total amendment of the incorporation public deed and as consequence the by-laws; resignation and appointment of members of the board of directors and examiners and the granting of powers-of-attorney.

IV.- "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION:

a).- Certified copy of public deed number seven thousand seven hundred eighty four, dated March twenty two thousand, granted by Mr. VICTOR ALFONSO VARELA PÉREZ, Notary Public number twenty of the City of Toluca, State of Mexico, which first testimony is recorded with the Public Registry of Commerce of the District of Toluca, State of Mexico, in the first book, commerce section, volume thirty nine, file number seventy seven, in one page, dated April twenty five two thousand, which caused the formalization of the General Extraordinary and Ordinary Shareholders' Meeting of "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION, executed on January fourteen two thousand, which provides among other things the ratification of the capital stock structure, shares distribution and the resolution regarding the re-expression of the by-laws.

b).- Public deed granted by me, number seventy four thousand seven hundred seventy, dated April five two thousand two, which caused the formalization of the General Extraordinary and Ordinary Shareholders' Meeting Minutes of "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION, dated December nineteen two thousand two, which provides the total amendment of the incorporation public deed and as consequence the by-laws; resignation and appointment of members of the board of directors and examiners; the revocation and granting of powers-of-attorney and the appointment of external auditors.

V.- "IMOBILIARIA TEMBO", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE:

a).- Copy of public deed number seventy two thousand twenty one, dated January nine nineteen ninety eight, granted by Mr. VICENTE LECHUGA MANTERNACH, Notary Public number Four for the City of Toluca, State of Mexico, which first testimony was recorded with the Public Registry of Property and Commerce of the Judicial District of Toluca, State of Mexico, in the first book, commerce section, under file number three hundred ninety three, volume thirty five, in one hundred forty three pages, dated February twenty nineteen ninety eight, which the appearing party hereby evidences, which provides the incorporation of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION.

b).- First testimony of public deed number seven thousand seven hundred seventy five, dated March twenty two thousand, granted by Mr. VICTOR ALFONSO VARELA PÉREZ, Notary Public number Twenty for the City of Toluca, State of Mexico, which first testimony is recorded with the Public Registry of Property of the District of Toluca, State of Mexico, volume thirty nine, first book, commerce section, under file number ninety four, folio four hundred thirty, dated April twenty seven two thousand, which the appearing party hereby evidences, which caused the formalization of the General Extraordinary Shareholders' Meeting Minutes of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, dated August thirty one nineteen ninety nine, which provides the capital stock increase in its variable portion in the amount of FIVE MILLION NINE THOUSAND NINETY-ONE PESOS, MEXICAN CURRENCY, which added to the minimum capital of FIFTY THOUSAND PESOS, MEXICAN CURRENCY, resulted in the amount of SIX MILLION FORTY THOUSAND ONE PESOS, MEXICAN CURRENCY.

c).- First testimony of public deed number seven thousand seven hundred seventy six, dated March twenty two thousand, granted by Mr. VICTOR ALFONSO VARELA PEREZ, Notary Public number Twenty for the City of Toluca, State of Mexico, which first testimony is recorded with the Public Registry of Commerce of the District of Toluca, State of Mexico, in the first book, commerce section, volume thirty nine, under file number sixty eight, in one page, dated April twenty four two thousand, which the appearing party hereby evidences, which caused the formalization of the General Extraordinary Shareholders' Meeting Minutes of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, dated January fourteen two thousand, which provides, among other things, the modification of the foreigners exclusion clause in the foreigners admission and as consequence the modification of clause second of the by-laws of the company; the acceptance of the resignation of Mr. SALVADOR FLORES LÓPERZ to his position as Sole Director, as well

as the appointment of Mr. MARIANO SALGADO ALVEAR to take such positions.

d).- Public deed granted by me, number seventy four thousand seven hundred seventy nine, dated April eight two thousand two, which first testimony is pending to be recorded with the Public Registry of Commerce of the District of Toluca, State of Mexico, which caused the formalization of the General Extraordinary and Ordinary Shareholders' Meeting Minutes of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, dated December nineteen two thousand one, which provides, among other things, the total amendment of the by-laws, the acceptance of the resignation and appointment of members of the board of directors and examiners; the revocation and granting of powers-of-attorney and the appointment of external auditors.

I, NOTARY PUBLIC CERTIFY THAT:

ONE.- I have evidenced to the appearing party my capacity as Notary Public.

TWO.- I have no evidence regarding the falseness of the notarized minutes.

THIRD.- I have verify the identity of the appearing party, which is legally authorized to execute this act.

FOURTH.- The appearing party stated:

To be Mexican, born in the Federal District, on May nineteen thirty five, married, lawyer, with domicile in Avenida de las Palmas number four hundred five, sixth floor, Torre Optima, Colonia Lomas de Chapultepec, Zip Code eleven thousand, Delegación Miguel Hidalgo, Federal District.

Identified by personal acknowledge.

FIFTH.- I have explained to the appearing party the content and scope of article twenty seven of the Federal Tax Code and requested him to evidence, within the corresponding term, the filing of the cancellation notice of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION and "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, with the Federal Tax Registry, providing that in the event of not doing so I shall inform such omission to the Ministry of Finance and Public Credit, as of the authorization hereof.

SIXTH.- I have warned the appearing party that under the terms of article eighteen of the Regulation of the Foreigner Investment Law and the Foreigner Investment National Registry, shall notify the merger to the Ministry of Foreign Affairs within the month following the execution date hereof.

SEVENTH.- Regarding the shareholders of "HENKEL KgaA" and "DETERGENTA INVESTMENTS AG", I have requested the appearing party to provide the notice under fifth paragraph of article twenty seven, of the Federal Tax Code and rule two point three point six of the fiscal miscellaneous resolution with no answer, therefore I shall cause the corresponding notification.

EIGHT.- Under the terms of ninth paragraph of article twenty seven, of the Federal Tax Code, I have verify that the second minutes hereby notarized contains the Federal Tax Registry key of the shareholders' "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, "HENKEL SALGADO", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE, "INMORILIARIA REY", VARIABLE CAPITAL CORPORATION, "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION and "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, therefore I refrain from requesting the appearing party the fiscal identification number.

NINTH.- Regarding the notice under article thirty four of the Foreign Investment Law, such notice is already given under the terms of third paragraph of article forty four of the Regulation of the Foreign Investment Law and the Foreign Investments National Registry, regarding "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, dated January eighteen two thousand two; "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, dated April nineteen two thousand two; "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION, dated April nine two thousand two and "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, dated April twelve two thousand two.

TENTH.- I have warned to the appearing party that since he has not evidence the recording of its principal "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, with the Foreigner Investment National Registry, I shall cause the notification under article thirty four of the Foreigner Investment Law.

ELEVENTH.- The appearing party stated that "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, has had capital increases in its variable portion which have not been notarized, but the shareholders and the capital appearing in the meeting minutes hereby notarized are up-dated.

TWELFTH.- The appearing party states that the signatures of the notarized minutes are the signatures of the individuals to them assigned.

THIRTEENTH.- The appearing party has the legal representation of the Companies, which are incorporated under the terms of Law.

FOURTEENTH.- I have seen the documents mentioned herein.

FIFTEENTH.- I have told to the appearing party his right to read personally this instrument.

SIXTEENTH.- This instrument was read to the appearing party, to which I have explained its value, consequences and legal scope

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of its content and he stated his full comprehension and conformity and signed it before me, on December twenty two thousand two, and I hereby DEFINITELY AUTHORIZE.- I ATTEST.

ALBERTO SEPÚLVEDA DE LA FUENTE.- SIGNATURE.- JOSE VISOSO DEL VALLE.- SIGNATURE.- AUTHORIZATION SEAL.

JOSE VISOSO DEL VALLE, NOTARY PUBLIC NUMBER NINETY TWO FOR THE FEDERAL DISTRICT AND THE FEDERAL PATRIMONY ESTATE, CERTIFY:

THAT MR. ALBERTO SEPÚLVEDA DE LA FUENTE, EVIDENCES THE LEGAL EXISTENCE OF HIS PRINCIPAL "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, with the following documents:

a).- Certified copy of public deed number two thousand six hundred fifty nine, dated February twelve two thousand one, granted by Mr. ÁNGEL GILBERTO ADAME LÓPEZ, Notary Public number Two hundred Thirty Three for the Federal District, which first testimony is recorded in the Public Registry of Commerce of the Federal District, under commercial number two hundred seventy three thousand six hundred thirty three, dated July twenty three two thousand one and which the appearing party hereby evidences, which caused the formalization of the general extraordinary and ordinary shareholders' meeting minutes of "DÍAL/HENKEL MEXICO", VARIABLE CAPITAL CORPORATION, held on December twenty nine two thousand, which provided, among other things, the change of corporate name of such company to "HENKEL DETERGENTES DE MÉXICO", VARIABLE CAPITAL CORPORATION; the modification of article second of its by-laws and the appointment of members of the board of directors. I hereby transcribe the following from such public deed:

"... BACKGROUND - I.- By means of public deed number fifty five thousand four hundred thirty five, dated March fourteen two thousand, granted by Mr. Luis Antonio Montes de Oca Mayagoitia, Notary Public number twenty nine for the Federal District, which first testimony is pending to be recorded with the Public Registry of Commerce of this capital, "DÍAL/HENKEL MEXICO", VARIABLE CAPITAL CORPORATION was incorporated, with domicile in Mexico, Federal District, with a term of ninety nine years, foreigners admission clause, minimum fixed capital stock with no right of withdrawal of FIFTY THOUSAND PESOS, MEXICAN CURRENCY, and unlimited variable portion... II.- By means of public deed number fifty five thousand six hundred three, dated May twenty six two thousand, granted by the same notary public above mentioned, which first testimony is recorded with the Public Registry of Commerce of this capital, which evidenced the formalization of the general extraordinary and ordinary shareholders' meeting minutes of "DÍAL/HENKEL MEXICO", VARIABLE CAPITAL CORPORATION, held on April twenty eight two thousand, in which it was resolved, among other things, the modification of article eleven of the by-laws... III.- The shareholders of "DÍAL/HENKEL MEXICO", VARIABLE CAPITAL CORPORATION, held the general extraordinary and ordinary shareholders' meeting... In

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Mexico City, Federal District on December 29, 2000 at 10:00 hours, the shareholders met at the corporate domicile of "DÍAL/HENKEL MEXICO", S.A. de C.V... GENERAL EXTRAORDINARY MEETING - SOLE RESOLUTION. Proposal to modify the By-laws of the Company... GENERAL EXTRAORDINARY MEETING - SOLE RESOLUTION. Regarding the sole item on the agenda for the General Extraordinary Meeting it is required to modify Article 2 of the By-laws of the Company, which provides the corporate name of the Company... RESOLUTIONS - "FIRST".- It is hereby resolved to approve the modification of Article Two of the By-laws of the Company, in order to change the corporate name of the Company" - "SECOND.- It is hereby resolved to approve the new corporate name of the Company "Henkel Detergentes de México", S.A. de C.V.", ... "THIRD.- It is hereby resolved to approve, subject to the authorization to be issued by the Ministry of Foreign Affairs, the terms of Article Two of the By-Laws to provide the following, ratifying as of this moment any other name approved by the Ministry of Foreign Affairs with no need to hold a new Meeting: Article Two.- Corporate Name. The corporate name of the Company shall be Henkel Detergentes de México, which shall always be followed by the words "Variable Capital Corporation", or its abbreviation "S.A. de C.V." ..."

b).- By means of public deed granted by me, number seventy four thousand three hundred forty, dated January first two thousand two, which first testimony is recorded with the Public Registry of Commerce of the Federal District, under commercial number two hundred seventy three thousand six hundred thirty three and with the Public Registry of Commerce of the District of Tlalnepantla, ascribed to the municipalities of Ecatepec and Coacalco, State of Mexico, under file number five hundred twenty nine, volume sixteen, first book of commerce of Ecatepec, State of Mexico, dated April twenty six two thousand two, which evidenced the formalization of the General Extraordinary Shareholders' Meeting Minutes of "CORPEDETER", VARIABLE CAPITAL CORPORATION and "HENKEL DETERGENTES DE MÉXICO", VARIABLE CAPITAL CORPORATION, held on January first two thousand two, which provided the merger of "CORPEDETER", VARIABLE CAPITAL CORPORATION, in its capacity as merged company, which will cease to exist and as merging company "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION, the surviving company; the capital increase of "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION as consequence of such merger; the change of corporate name of "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION to "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, and as consequence the total amendment of its by-laws; and the appointment of members of the board of directors and examiners;

and the revocation and granting of powers-of-attorney. I hereby transcribe a part of such public deed:

"... EXHIBIT. "PUBLIC DEED OF INCORPORATION AND BY-LAWS OF HENKEL CAPITAL, S.A. DE C.V. CLAUSES. FIRST TITLE. Organization. FIRST. This is a *Variable Capital Corporation*, which shall be governed by this by-laws and, in what not provided herein by the General Law of Commercial Companies... SECOND TITLE. CORPORATE NAME, DOMICILE, TERM AND CORPORATE PURPOSE. SECOND. The company shall be named "HENKEL CAPITAL", which shall always be followed by the words "Variable Capital Corporation" or its abbreviation "S.A. de C.V." THIRD. The corporate domicile of the company shall be Mexico City, Federal District. FOURTH. The term of the company shall be undefined. FIFTH. The corporate purpose of the company shall be the following: a) Commerce and industry in general, including but not limited to, the manufacture, industrialization, connection, acquisition, sale, import, export, use and distribution of any kind of merchandise and products, on its behalf or on behalf of someone else, within Mexico and abroad, specially chemical products, chemicals derived from oil and industrial products in general, including all kind of soap for consumer, domestic clean products and/or personal clean products, as well as complementary, auxiliary or similar products, with any restriction or limitation; b) Provide, receive, contract all kind of technical, administrative, operation, advising and surveillance services, including the provision of services of workers, executives, confident employees, administration personnel, technical and any other nature; c) Acquire, receive or provide advising, technical services and technical assistance, advising in industrial, commercial, finance, legal, fiscal, accounting, scientific investigation matters, operation and maintenance of industrial plants and administration in general; d) Acquire, encumber, lease, sublease or use in any manner and through any title the real property and real estate which were necessary for the performance of its corporate purposes; e) Have representations within Mexico or abroad, in the capacity as commissioner, agent, intermediary, or factor, legal representative or empowered of all kinds of companies or individuals; f) Register and use trademarks, commercial names, obtain and use patents, invention certificates, acquire or make use of industrial and intellectual property rights and copy rights, as well as to grant or receive licenses or authorizations for the use and exploitation of all kinds of industrial or intellectual property rights and copy rights; g) Enter into agreements of any nature or kind with any person in order to perform the corporate purpose of this company; h) Obtain credits and proceeds in general for the

performance of the corporate purpose of this company, without limitation regarding amounts, as well as to carry out credit transactions and to issue, grant, guarantee, underwrite, accept and endorse all kinds of credit instruments and other documents and indebtedness certificates, including obligations, either executives or not, which guarantee the payment of both capital and interests through mortgage, pledge, sale or assignment in trust of whole or part of the properties of the company, or grant personal guaranties; i) Obtain insurance and bonds and to grant any kind of real or personal guarantee to secure its obligations and third party obligations; and j) In general, carry out any other business or activity related with the above paragraphs, and to have and exercise the authorities granted by any applicable law to be in compliance with the corporate purpose of this company. THIRD TITLE. CAPITAL STOCK, SHARES AND SHAREHOLDERS. SIXTH. The capital of the company is variable. a) The capital stock in its fixed or minimum portion is MX\$100,000.00 divided into 100,000 nominative shares, Series "A", with no par value. b) The capital stock in its variable portion is unlimited and is represented by nominative shares, with no par value, and shall be shares Series "B". c) Every foreigner shareholder of the company shall comply with its obligations under the applicable law, regulation and resolutions in general of the Foreign Investments National Commission.. SIXTH TITLE. FOREIGNER SHAREHOLDERS. THIRTEENTH. Any foreigner which, in the act of incorporation or in any moment after such act, acquires an interest or share in the company, shall be considered as Mexican, and shall not request the protection of its government, under penalty of, in the event of breach, lost of such interest or participation in benefit of Mexico. SEVENTH TITLE. SHAREHOLDERS' MEETING. FOURTEENTH. The shareholders' meeting is the head organism of the company and its resolutions shall be binding for all the shareholders, even for those not present. In any case, the shareholders which were not present shall have the rights granted by articles 201 and 206 of the General Law of Commercial Companies. FIFTEENTH. The shareholders' meetings shall be ordinary and extraordinary. a) Such meetings which were called to discuss any of the matters referred in articles 180 and 181 of the General Law of Commercial Companies, and those matters contained in the agenda, and which pursuant to law or this by-laws are not expressly reserved for an extraordinary shareholders' meetings shall be ordinary meetings. b) Such meetings which were called to discuss any of the following matters: 1. Dissolution of the company; 2. Increase or reduction of the minimum or fixed capital stock of the company; 3. Change of corporate purpose; 4. Change of nationality of the company; 5. Transformation of the company; 6.

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Mergers with other company, or split-off thereof; 7. Issuance of privileged shares; 8. Amortization by the company of its shares; 9. Issuance of bonds; 10. Any other modification of the by-laws, shall be extraordinary meetings. SIXTEENTH. The shareholders' meetings shall be subject to the following provisions: a) Except herein provided to the contrary, the shareholders' meetings may be held when the Sole Director deems necessary, or if applicable the Board of Directors, or as per request of the examiner, or the shareholder holding a number of shares which at least represents the 33% (thirty three percent) of the paid-in capital of the company, or by any shareholder in the events provided under article 185 of the General Law of Commercial Instruments. b) Ordinary meetings shall be held at least once a year within the first four months of each corporate year. c) All shareholders' meetings shall be held at the corporate domicile of the company, except for *force majeure*. d) The call for any meeting shall be made by the Sole Director, or if applicable by the Board of Directors or the examiner, or under provisions of articles 168, 184 and 185 of the General Law of Commercial Companies. e) The call shall be published in a Newspaper of those five of greater circulation in the corporate domicile of the company; or in the Official Federation Gazette, with at least fifteen (15) days in advance to the date of any meeting. f) The call shall contain, at least, date, hour and place of the meeting, as well as the agenda therefor, and shall be signed by the Sole Director, or if applicable by the secretary of the company, or by the individual appointed by the Board of Directors, or by the examiner, or if not, by a competent judge under the provisions of articles 168, 184 and 185 of the General Law of Commercial Companies. g) In addition to the publication of the call and except for the provisions of section h) below, the individuals which the company acknowledges as holders of shares as of the date of the call, as well as all the examiners and their alternates, shall be called for any meeting, in writing, with at least fifteen (15) days in advance to the date thereof, either by telex, telefax, or letter sent by certified air mail if the addressee is abroad, and by telex, telefax or letter sent by certified ordinary mail if the addressee has its domicile in Mexico, prepaid, to the last address which such shareholders and examiners owners and alternates have record with the office of the secretary of the company, as the case may be, provided that such foreign shareholders may record with the company a second address located within Mexico where an additional copy of the personal call shall be sent. h) Any meeting may be held with no need of previous call if the shareholders holding or representing the totality of the shareholders with voting rights in such company, were present or

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represented at the voting. i) All shareholders may be represented in any shareholder meeting through the individual appointed as attorney-in-fact in writing. The directors, managers and examiners may not act as attorneys-in-fact. j) Except for a judicial order to the contrary, the company shall only acknowledge as shareholders' those individuals or entities whose names were recorded in the shareholders registry book, and such recording shall be enough to allow the entrance of such individual to the meeting. k) All shareholders' meetings shall be presided by the Sole Director, or if applicable by the president of the Board of Directors, assisted by the secretary, and in the event of absence of any of them, the president or secretary, as the case may be, shall be the persons appointed by the meeting by majority. l) Before the commencement of the meeting, the person presiding shall appoint among the shareholders present or represented thereat one or more recount clerks to verify the number of those present at the meeting, the number of shares represented by them and the number of votes which each one of them has the right to issue. m) In order to consider an ordinary shareholders' meeting legally installed held under first call, shall be represented at least the majority of the shares issued by the company and outstanding. Under a second or other call it shall be enough the representation of any number of shares. n) In order to deem an extraordinary shareholders' meeting legally installed held under first call there shall be represented at least seventy five percent (75%) of all the shares issued and outstanding, and the fifty percent (50%) of all shares issued and outstanding shall be enough in the event of second or other call. o) Upon verification of the tally for the execution of the corresponding meeting, the person presiding shall declare the meeting to be legally installed and shall subject the items on the agenda to their consideration. p) All voting shall be economic unless those present representing at least a majority of all the shares issued and outstanding agree the vote to be secret. q) The shareholders have the right to issue a vote per each share in any ordinary and extraordinary shareholders' meeting. r) The validity of the resolutions adopted in any ordinary shareholders' meeting, held under first or other call, shall be subject to the affirmative vote of at least the majority of the total shares represented in the meeting. s) The validity of the resolutions adopted in an extraordinary shareholders' meeting, held under first or other call, shall be subject to the affirmative vote of at least the fifty per cent (50%) of all the shares issued and outstanding. t) The resolutions adopted by phone by the unanimous vote of all the shareholders representing the totality of the voting shares, out of a shareholders'

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meeting, shall have the same validity for all legal purposes as if taken in a general meeting, only and if were confirmed in writing. u) The secretary shall prepare the minutes of each shareholders' meeting, which shall be recorded in the corresponding minutes book and shall be signed, at least by the president and secretary in office. Likewise, the secretary of the meeting shall prepare a file which shall contain: i) the newspaper in which the call was published, if applicable; ii) the proxies presented or a part thereof certified by the recount clerk or recount clerks; iii) the reports and other documents presented in the meeting; and iv) a copy of the meeting minutes. In the event mentioned in paragraph t) above, the vote in writing of the shareholders shall be attached to such file; v) If for any reason a meeting legally called is not installed, such fact and its causes shall be evidenced in the minutes book, making a file pursuant to section u) above. EIGHTH TITLE. DIRECTION OF THE COMPANY. SEVENTEENTH. The company shall be directed by a Sole Director or, as resolved by an ordinary shareholders' meeting, by a Board of Directors formed by any number of owner and their respective alternate members appointed by an ordinary shareholders' meeting. Every shareholder or group of shareholders representing at least the twenty five percent (25%) of the capital stock of this company shall have the right to appoint an owner director and its corresponding alternate. EIGHTEENTH. The Sole Director or the owner and alternate directors shall not need to be shareholders. The alternate directors may only replace the owner director for which they were appointed. NINETEENTH. An ordinary shareholders' meeting or a Board of Directors meeting shall appoint a president and a secretary of the Board. The president shall need to be a member of the Board, the secretary shall not. TWENTIETH. The Sole Director, or if applicable the owner or alternate directors shall be in office indefinitely since no successors were appointed and these take position. In any case, the Sole Director or the owner and alternate directors may be reelected. TWENTY-FIRST. If the Board of Directors had not the quorum necessary to meet pursuant to death, termination, resignation, legal incapacity or permanent impediment of one or more directors and their alternates, the examiner or examiners, by majority, shall appoint one or more successors, as the case may be, in order to carry out the position or positions vacant until the shareholders' meeting appoints a successor or successors if applicable. TWENTY-SECOND. The Board of Directors may meet at any place within Mexico or abroad, or at the place legally mentioned, provided that the trip and hotel expenses of the owner and alternate directors, and the examiners, shall be borne by the company. The Board may meet as many times as its

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president deems necessary or convenient, the secretary or two (2) of the owner or alternate directors in office. Calls for Board meetings shall be delivered in writing to each of the owner and alternate directors, as well as to all the owner and alternate examiners, with at least five (5) days in advance to the date of such meeting, by telex or telefax if the addressee has its domicile abroad, to the last address which such directors and examiners have record with the secretary. The call shall contain the hour, date, place and agenda of the Board meeting. Any Board meeting may be validly held with no previous call if all the persons with the right to receive the call thereof were present, or if there was the quorum provided that each of the directors or examiners absent have signed a waiver to their right to receive such call. TWENTY-THIRD. The quorum in any Board of Directors meeting shall be enough when at least the majority of the owner directors or their corresponding alternates were present, and the resolutions of the Board of Directors shall only be valid as such were approved for at least the majority of the directors or their corresponding alternates present at the meeting. The president of the Board or the alternate thereof, or the person presiding the meetings, shall not have quality vote in the event of tie. The resolutions taken out of a Board of Directors meeting, by the owner or alternate members, shall have the same validity for all legal effects, as if taken in a meeting duly installed of the Board of Directors, only and if confirmed in writing. Any Board of Directors meeting shall be contained in a minutes which shall be transcribed in the corresponding minutes book and which shall be signed by at least the president and the secretary of the meeting, and the examiner. TWENTY-FOUR. The Board of Directors shall have the broadest authorities permitted by law to a general attorney-in-fact to enter into any kind of agreements, and to carry out any kind of acts and transactions which under law or provision hereof are not reserved to a shareholders' meeting, as well as to manage and conduct business of the company, to perform every and each of the corporate purposes thereof and to represent the company before any kind of judicial authorities (civil and criminal), labor or administrative, either federal, local or municipal, with the broadest power-of-attorney for lawsuits and collections, acts of administration and acts of domain, under the terms of the first three paragraphs of article 2554 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico, including such special authorities provided in articles 2574, 2582, 2587 and 2593 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico and articles 9 and 10 of the General Law of Credit Instruments and Transactions

including but not limited to, the following: a) File and withdraw claims, present accusations, assist the Attorney General and grant judicial pardon to those guilty; b) file and withdraw from "amparo" trials and the incidents thereof; c) grant without limitations, or with such limitations which the Board deems convenient and to revoke all kind of general and/or special powers-of-attorney, including powers-of-attorney for acts of administration, acts of domain and lawsuits and collections; d) delegate any of its authorities in the person or persons, managers, officers, attorneys-in-fact or committees which the Board deems convenient. No member of the Board of Directors may individually or separately exercise the powers-of-attorney above mentioned, except for an express authorization of the Board of Directors or the shareholders' meeting. The Sole Director shall only have such authorities which are expressly granted by an ordinary shareholders' meeting... D).- I hereby attach to the appendix hereto as letter "B" the permit granted by the Ministry of Foreign Affairs which provides the authorization regarding the change of corporate name of "HENKEL DETERGENTES DE MÉXICO, VARIABLE CAPITAL CORPORATION to "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION which number is: PERMIT NUMBER: ZERO NINE HUNDRED FIFTY SIX THOUSAND FOUR HUNDRED SIXTY SIX; FILE NUMBER: ONE HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINE MILLION THIRTY SEVEN THOUSAND EIGHT HUNDRED SIXTY SIX; FOLIO NUMBER: TWO HUNDRED NINETY FOUR "BOJJ" FIVE DATED: DECEMBER SEVEN TWO THOUSAND ONE... CLAUSES. FIRST.- The General Extraordinary Shareholders' Meeting Minutes of "CORPDETER", VARIABLE CAPITAL CORPORATION and "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION above transcribed, are hereby notarized. SECOND.- Mr. ALBERTO SEPÚLVEDA DE LA FUENTE, in his capacity as Delegate of "CORPDETER", VARIABLE CAPITAL CORPORATION meetings, as MERGED company which will cease to exist and "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION as SURVIVING company, shall cause the formalization of the merger agreement entered into such companies under the terms of the minutes notarized. THIRD.- As a consequence of the merger referred in the above clauses, "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION acknowledges and acquires as of January first two thousand two, the assets and liabilities of "CORPDETER", VARIABLE CAPITAL CORPORATION, existing as of such date, as well as such acquired later until the effectiveness of the merger. FOURTH.- As a result of the merger, the capital stock of "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION, is increased in its fixed portion in the amount of FIFTY THOUSAND PESOS, MEXICAN CURRENCY, in order to be added to the previous capital stock resulting in the amount of ONE THOUSAND PESOS, MEXICAN CURRENCY and in its variable portion in

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the amount of TWO HUNDRED NINETY THREE MILLION ONE HUNDRED NINETY SIX THOUSAND FOUR HUNDRED EIGHT PESOS, MEXICAN CURRENCY, in order to be added to its previous variable portion resulting in the amount of SIX HUNDRED SIXTY TWO MILLION FIVE HUNDRED FIFTEEN THOUSAND THREE HUNDRED NINE PESOS, MEXICAN CURRENCY and added to the fixed portion of the capital stock which is the amount of ONE THOUSAND PESOS, MEXICAN CURRENCY, resulting in a capital stock of SIX HUNDRED SIXTY TWO MILLION SIX HUNDRED FIFTEEN THOUSAND THREE HUNDRED NINE PESOS, MEXICAN CURRENCY, represented by six hundred sixty two million six hundred fifteen thousand three hundred nine shares, with one peso par value, Mexican currency, per share, distributed as follows:

<u>Shareholders</u>	<u>Shares</u>		<u>Paid-in-Capital</u>
	<u>Series "A"</u>	<u>Series "B"</u>	
	<u>Fixed Capital</u>	<u>Variable Capital</u>	
Henkel KgaA Detergenta	99,998	662,515,309	MX\$662,615,307.00
Investments AG	2	--	2.00
Total	100,000	662,515,309	MX\$662,615,309.00

FIFTH.- The change of corporate name of "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION to "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION is hereby notarized, as well as the total amendment of its by-laws, in order to set forth the terms provided in the meeting minutes exhibit of such company which has been transcribed. SIXTH.- The appointment of Messrs. JOHN E KNUDSON, EGBERT BERNSMEISTER SCHWARZ, PATRICIA E ESPINOSA DÍAZ and ALBERTO SEPÚLVEDA DE LA FUENTE, as members of the Board of Directors of "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, formerly "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION is hereby notarized, in order to be integrated as follows as of this date: John E Knudson (President) Egbert Bemsmeister Schwarz, Patricia E Espinosa Díaz, Alberto Sepúlveda de la Fuente (Secretary). SEVENTH.- The appointment of Mr. GILBERTO ALFARO SERVIN, as examiner of "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, formerly "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION, is hereby notarized. EIGHTH.- The revocation of all general and special powers-of-attorney granted by "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION, today "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION is hereby notarized. NINTH.- The powers-of-attorney granted by "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, formerly "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION, in favor of Messrs. EGBERT BERNSMEISTER SCHWARZ,

PATRICIA E ESPINOSA DÍAZ, EDUARDO MAXIMINO BARRAGAN VELAZQUEZ, JOSE CARLOS GERMAN GONZALEZ and ALBERTO SEPÚLVEDA DE LA FUENTE, to be exercised under the terms and with the authorities provided in resolution twelfth section one of the second minutes notarized, are hereby notarized. TENTH.- The powers-of-attorney granted by "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION formerly "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION, in favor of Mr. EGBERT BEIINSMEISTER SCHWARZ and Mrs. PATRICIA E ESPINOSA DÍAZ, to be exercised under the terms and with the authorities provided in resolution twelfth section two of the second minutes notarized, are hereby notarized. ELEVENTH.- The special powers-of-attorney granted by "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, formerly "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION, in favor of Messrs. EGBERT BERNSMEISTER SCHWARZ, PATRICIA E ESPINOSA DÍAZ, EDUARDO MAXIMINO BARRAGAN VELAZQUEZ, JOSE CARLOS GERMAN GONZALEZ and ALBERTO SEPÚLVEDA DE LA FUENTE, to be exercised under the terms and with the authorities provided in resolution twelfth section three of the second minutes notarized, is hereby notarized. TWELFTH.- -The special power-of-attorney granted by "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, formerly "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION, in favor of Messrs. EGBERT BERNSMEISTER SCHWARZ, PATRICIA E ESPINOSA DÍAZ, EDUARDO MAXIMINO BARRAGAN VELAZQUEZ, JOSE CARLOS GERMAN GONZALEZ and ALBERTO SEPÚLVEDA DE LA FUENTE, to be exercised under the terms and with the authorities provided in resolution twelfth section four of the second minutes notarized, is hereby notarized. THIRTEENTH.- The special power-of-attorney granted by "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, formerly "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION, in favor of Messrs. EGBERT BERNSMEISTER SCHWARZ, PATRICIA E ESPINOSA DÍAZ, EDUARDO MAXIMINO BARRAGAN VELAZQUEZ, JOSE CARLOS GERMAN GONZALEZ and ALBERTO SEPÚLVEDA DE LA FUENTE, to be exercised under the terms and with the authorities provided in resolution twelfth section five of the second minutes notarized, is hereby notarized. FOURTEENTH.- The special powers-of-attorney granted by "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, formerly "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION, in favor of Mr. EGBERT BERNSMEISTER SCHWARZ and Mrs. PATRICIA E ESPINOSA DÍAZ, to be exercised under the terms and with the authorities provided in resolution twelfth section six of the second minutes notarized, are hereby notarized. FIFTEENTH.- The powers-of-attorney granted by "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, formerly "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION, in favor of Mrs. CLAUDIA BERNAL CURIEL, to be exercised under the terms and with the authorities provided in resolution twelfth section seven of the second minutes

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notarized, are hereby notarized. SIXTEENTH.- The appointment of KPMG Cárdenas Dosal, *Sociedad Civil* as external auditor of "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, formerly "HENKEL DETERGENTES DE MEXICO", VARIABLE CAPITAL CORPORATION is hereby notarized.."

MÉXICO, DISTRITO FEDERAL, DECEMBER TWENTY TWO THOUSAND TWO.

I ATTEST.

JOSE VISOSO DEL VALLE, NOTARY PUBLIC NUMBER NINETY TWO FOR THE FEDERAL DISTRICT AND THE FEDERAL PATRIMONY ESTATE, CERTIFY:

THAT MR. ALBERTO SEPÚLVEDA DE LA FUENTE, EVIDENCES THE LEGAL EXISTENCE OF HIS PRINCIPAL "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, with the following documents:

a).- Certified copy of the first testimony of public deed number seven thousand nine hundred forty eight, dated June six two thousand, granted by Mr. VICTOR ALFONSO VALERA PÉREZ, Notary Public number Twenty for the city of Toluca, State of Mexico, recorded with the Public Registry of Commerce for Toluca, State of Mexico, in the first book, commerce section, volume thirty nine, file number two hundred forty six, in zero pages, dated June twenty two thousand which the appearing party hereby evidences, which caused the formalization of the General Extraordinary and Ordinary Shareholders' Meeting Minutes of "FÁBRICA DE JABÓN MARIANO SALGADO", VARIABLE CAPITAL CORPORATION, dated May second two thousand, which provides, among other things, the total amendment of the by-laws of the company and the appointment of members of the Board of Directors and Examiner.

b).- Certified copy of the first testimony of public deed number eight thousand four hundred forty eight, dated March thirteen two thousand one, granted by Mr. VICTOR ALFONSO VALERA PÉREZ, Notary Public number Twenty for the Judicial District of Toluca, State of Mexico, which first testimony was recorded with the Public Registry of Commerce for the District of Toluca, State of Mexico, in the first book, commerce section, volume forty, under file number one hundred ninety six, folio three hundred thirty two, dated May second two thousand one, which the appearing party hereby evidences, which caused the formalization of the General Extraordinary Shareholders' Meeting of "FÁBRICA DE JABÓN MARIANO SALGADO", VARIABLE CAPITAL CORPORATION, dated February twenty seven two thousand one, which provides the change of its corporate name to "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION. I hereby transcribe a part of such public deed:

"... CLAUSES: FIRST.- The General Extraordinary Shareholders' Meeting Minutes of "FÁBRICA DE JABÓN MARIANO SALGADO", VARIABLE CAPITAL CORPORATION, dated February twenty seven two thousand one, is hereby notarized and as consequence the resolutions thereof are valid, specifically the change of corporate name of such Company to "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, and the modification of ARTICLE SECOND of the By-Laws, to provided the following terms: "... ARTICLE 2.- Corporate name. The

corporate name of the Company shall be "HENKEL SALGADO", which shall always be followed by the words "Variable Capital Corporation", or its abbreviation, "S.A. de C.V."... CAPACITY AND LEGAL EXISTENCE... a).- By means of public deed number ten thousand forty seven, dated January twelve nineteen forty nine, granted by Mr. ALFONSO LECHUGA GUTIÉRREZ, Notary Public number four for this Judicial District, recorded with the Public Registry of Property and Commerce of this Judicial District, in the first book, under file number one thousand twenty, volume nine, third book, second auxiliary for companies and powers-of-attorney, commerce section, in six pages, dated February fifteen nineteen forty nine, which evidences the incorporation of FÁBRICA DE JABÓN MARIANO SALGADO, CORPORATION, Mexican, with corporate domicile in the city of Toluca, State of Mexico, initial capital stock of EIGHT HUNDRED PESOS, MEXICAN CURRENCY. B).- By means of public deed number six thousand nine hundred ninety seven, volume one hundred thirty seven, dated June twenty six nineteen eighty four, granted by Mr. VICTOR MANUEL VALDÉS RAMÍREZ, former Notary Public number Six for this Judicial District, recorded with the Public Registry of Property of this District, in first book, commerce section, under file number two hundred nine hyphen six hundred ninety one, volume ten, in one hundred four pages, dated August thirteen nineteen eighty five, by means of which the General Extraordinary Shareholders' Meeting Minutes of such Company was notarized, which provides the transformation of the Company in a VARIABLE CAPITAL CORPORATION, modifying for such purposes its by-laws..."

c).- Public deed granted by me, number seventy four thousand seven hundred sixty six, dated April fifth two thousand two, which testimony is pending to be recorded since it has just been granted, which caused the formalization of the General Ordinary Shareholders' Meeting of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, dated December nineteen two thousand one, which provides the resignation and appointment of members of the board of directors, the resignation and appointment of examiner, the ratification of the owner and alternate secretary and the revocation of powers-of-attorney.

"... CLAUSES. FIRST.- The General Ordinary Shareholders' Meeting Minutes of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, dated December nineteen two thousand one, which is herein transcribed, is hereby notarized. SECOND.- The acceptance of the resignation of Mr. MARIANO SALGADO ALVEAR as member Series "A" of the Board of Directors of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, is hereby notarized. THIRD.- The acceptance of the resignation of Mr. GUILLERMO MORENO ORTIZ as Alternate Director Series "A"

of the Board of Directors of "HENKEL SALGADO" VARIABLE CAPITAL CORPORATION is hereby notarized. FOURTH.- The acceptance of the resignation of Mr. CARLOS SEGURA SÁNCHEZ, to his position as Examiner of "HENKEL SALGADO" VARIABLE CAPITAL CORPORATION is hereby notarized. FIFTH.- The appointment of Mr. JOHN E. KNUDSON, as Owner Member Series "A" and Mrs. PATRICIA ESPINOSA DÍAZ, as Alternate Member Series "A" of the Board of Directors of "HENKEL SALGADO" VARIABLE CAPITAL CORPORATION is hereby notarized. SIXTH.- As a consequence of the formalization of the above resolutions the Board of Directors of "HENKEL SALGADO" VARIABLE CAPITAL CORPORATION shall be integrated by the individuals and with the positions provided below:

OWNER MEMBERS

Ramón Bacardit Cabado
Alois Linder

John E. Knudson

SERIES "B"

SERIES "A"

ALTERNATE MEMBERS

Egbert Bernsmeister
Peter de Heer

Patricia Espinosa Díaz

SEVENTH.- The ratification of Mr. EGBERT BERNSMEISTER SCHWARZ, as secretary of the company and Mrs. PATRICIA ESPINOSA DÍAZ, as Alternate Secretary of "HENKEL SALGADO" VARIABLE CAPITAL CORPORATION are hereby notarized. EIGHTH.- The appointment of Mr. GILBERTO ALFARO SERVIN, as Examiner of "HENKEL SALGADO" VARIABLE CAPITAL CORPORATION is hereby notarized. NINTH.- The revocation of all powers-of-attorney granted by "HENKEL SALGADO" VARIABLE CAPITAL CORPORATION in favor of Mr. MARIANO SALGADO ALVEAR, are hereby notarized, in particular the powers-of-attorney granted by means of the public deeds referred in the resolutions provided in item three on the agenda..."

d).- Public deed granted by me, number seventy four thousand seven hundred sixty seven, dated April fifth two thousand two, which testimony is pending to be recorded in the Public Registry of Commerce of the Federal District, which caused the formalization of the General Extraordinary and Ordinary Shareholders' Meeting Minutes of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, dated January second two thousand two, which provides the total amendment of the incorporation public deed and as consequence the by-laws; the resignation and appointment of members of the board of directors and examiners; the revocation and granting of powers-of-attorney and the appointment of external auditors. I hereby transcribe a part of such public deed:

"... "General Extraordinary and Ordinary Shareholders' Meeting Minutes of Henkel Salgado, S.A. de C.V., dated January 2, 2002 In the City of Toluca, State of Mexico, on January 2, 2002, at 11:00 hours, at the corporate domicile of Henkel Salgado, S.A. de C.V., the shareholders of the company met... in order to held a general ordinary and extraordinary shareholders' meeting of the company... Agenda - Extraordinary Meeting - I. Total amendment of the incorporation public deed and by-laws of this Company. - Ordinary Meeting - II. Resignation and appointment of the members of the Board of Directors and examiners of the Company.. IV. Appointment of external auditors of the company.. Extraordinary Meeting... I. Total amendment of the incorporation public deed and by-laws of this Company. First Resolution. - It is hereby resolved to amend the incorporation public deed and by-laws of the company by the project presented by the president of the meeting and for the best identification of such document, which is attached to the minutes of this meeting, authorized by the signature of the president and the secretary of the meeting, effective as of today January 2, 2002... There being no further items to be discussed in this extraordinary meeting, we shall proceed to discuss the items on the agenda for the ordinary meeting, evidencing that the totality of the shares representing the capital stock of the Company is duly represented. Ordinary Meeting - Thereafter, the items on the agenda for the ordinary meeting were discussed, and after a broad deliberation at such respect and after the explanations requested, the following resolutions were unanimously adopted by the shareholders and/or their representatives: II. Resignation and appointment of members of the Board of Directors and examiners of the company. Third Resolution - It is hereby accepted the irrevocable resignation as of this date of Messrs. Ramón Bacardit Cabado, as owner member of the Board of Directors; Egbert Bernsmeister, as alternate member of the Board of Directors and secretary of the company; Alois Lider, as owner member of the Board of Directors; Peter de Heer, as alternate member of the Board of Directors; John E Knudson, as owner member of the Board of Directors and Patricia Espinosa Díaz, as alternate member of the Board of Directors and alternate secretary of the company, as well as to approve the acts carried out, thank their performance in the positions they took, indemnify them with the broadest liquidation permitted by law and release them from any kind of obligation and liability derived from their actions.

Fourth Resolution

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The following persons are hereby appointed, effective as of today January 2, 2002 as members of the Board of Directors of this company:

John E. Knudson (President)
Jean Pierre de Montalivet
Egbert Bernsmeister Schwarz
Patricia Eugenia Espinosa Díaz
Alberto Sepúlveda de la Fuente (Secretary)

FIFTH RESOLUTION

Mr. Gilberto Alfaro Servin is hereby ratified as owner examiner and Mr. Jaime Sanchez-Mejorada Fernández is hereby appointed as alternate examiner... IV. Appointment of external auditors of the company. Eighth Resolution - It is hereby resolved to appoint KPMG Cárdenas Dosal, S.C. as external auditors of this company...
INCORPORATION PUBLIC DEED AND BY-LAWS OF HENKEL SALGADO, S.A. DE C.V. - CLAUSES - FIRST TITLE - ORGANIZATION - FIRST. This company is a Variable Capital Corporation which shall be governed by this by-laws and, by the General Law of Commercial Companies. SECOND TITLE - CORPORATE NAME, DOMICILE, TERM AND CORPORATE PURPOSE - SECOND. The company shall be named "HENKEL SALGADO", name which shall always be followed by the words "Variable Capital Corporation" or its abbreviation "S.A. de C.V." THIRD. The corporate domicile of this company shall be at Mexico City, Federal District... FOURTH. The term of the company shall be undefined. FIFTH. The corporate purpose of the company shall be the following: a) Commerce and industry in general, including but not limited to, the manufacture, industrialization, connection, acquisition, sale, import, export, use and distribution of any kind of merchandise and products, on its behalf or on behalf of someone else, within Mexico and abroad, specially chemical products, chemicals derived from oil and industrial products in general, including all kind of soap for consumer, domestic clean products and/or personal clean products, as well as complementary, auxiliary or similar products, with any restriction or limitation; b) Provide, receive, contract all kind of technical, administrative, operation, advising and surveillance services, including the provision of services of workers, executives, confident employees, administration personnel, technical and any other nature; c) Acquire, receive or provide advising, technical services and technical assistance, advising in industrial, commercial, finance, legal, fiscal, accounting, scientific investigation matters, operation and maintenance of industrial plants and administration in general; d) Acquire, encumber, lease, sublease or use in any manner and through any title the

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real property and real estate which were necessary for the performance of its corporate purposes; e) Have representations within Mexico or abroad, in the capacity as commissioner, agent, intermediary, or factor, legal representative or empowered of all kinds of companies or individuals; f) Register and use trademarks, commercial names, obtain and use patents, invention certificates, acquire or make use of industrial and intellectual property rights and copy rights, as well as to grant or receive licenses or authorizations for the use and exploitation of all kinds of industrial or intellectual property rights and copy rights; g) Enter into agreements of any nature or kind with any person in order to perform the corporate purpose of this company; h) Obtain credits and proceeds in general for the performance of the corporate purpose of this company, without limitation regarding amounts, as well as to carry out credit transactions and to issue, grant, guarantee, underwrite, accept and endorse all kinds of credit instruments and other documents and indebtedness certificates, including obligations, either executives or not, which guarantee the payment of both capital and interests through mortgage, pledge, sale or assignment in trust of whole or part of the properties of the company, or grant personal guaranties; i) Obtain insurance and bonds and to grant any kind of real or personal guarantee to secure its obligations and third party obligations; and j) In general, carry out any other business or activity related with the above paragraphs, and to have and exercise the authorities granted by any applicable law to be in compliance with the corporate purpose of this company. THIRD TITLE. CAPITAL STOCK, SHARES AND SHAREHOLDERS. SIXTH. The capital of the company is variable. a) The capital stock in its fixed or minimum portion is MX\$7,187,000.00... SIXTH TITLE. FOREIGNER SHAREHOLDERS. THIRTEENTH. Any foreigner which, in the act of incorporation or in any moment after such act, acquires an interest or share in the company, shall be considered as Mexican, and shall not request the protection of its government, under penalty of, in the event of breach, lost of such interest or participation in benefit of Mexico. SEVENTH TITLE. SHAREHOLDERS' MEETING. FOURTEENTH. The shareholders' meeting is the head organism of the company and its resolutions shall be binding for all the shareholders, even for those not present. In any case, the shareholders which were not present shall have the rights granted by articles 201 and 206 of the General Law of Commercial Companies. FIFTEENTH. The shareholders' meetings shall be ordinary and extraordinary. a) Such meetings which were called to discuss any of the matters referred in articles 180 and 181 of the General Law of Commercial Companies, and those matters contained in the agenda, and which pursuant to law or this by-

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laws are not expressly reserved for an extraordinary shareholders' meetings shall be ordinary meetings. b) Such meetings which were called to discuss any of the following matters: 1. Dissolution of the company; 2. Increase or reduction of the minimum or fixed capital stock of the company; 3. Change of corporate purpose; 4. Change of nationality of the company; 5. Transformation of the company; 6. Mergers with other company, or split-off thereof; 7. Issuance of privileged shares; 8. Amortization by the company of its shares; 9. Issuance of bonds; 10. Any other modification of the by-laws, shall be extraordinary meetings. SIXTEENTH. The shareholders' meetings shall be subject to the following provisions: a) Except herein provided to the contrary, the shareholders' meetings may be held when the Sole Director deems necessary, or if applicable the Board of Directors, or as per request of the examiner, or the shareholder holding a number of shares which at least represents the 33% (thirty three percent) of the paid-in capital of the company, or by any shareholder in the events provided under article 185 of the General Law of Commercial Instruments. b) Ordinary meetings shall be held at least once a year within the first four months of each corporate year. c) All shareholders' meetings shall be held at the corporate domicile of the company, except for *force majeure*. d) The call for any meeting shall be made by the Sole Director, or if applicable by the Board of Directors or the examiner, or under provisions of articles 168, 184 and 185 of the General Law of Commercial Companies. e) The call shall be published in a Newspaper of those five of greater circulation in the corporate domicile of the company, or in the Official Federation Gazette, with at least fifteen (15) days in advance to the date of any meeting. f) The call shall contain, at least, date, hour and place of the meeting, as well as the agenda therefor, and shall be signed by the Sole Director, or if applicable by the secretary of the company, or by the individual appointed by the Board of Directors, or by the examiner, or if not, by a competent judge under the provisions of articles 168, 184 and 185 of the General Law of Commercial Companies. g) In addition to the publication of the call and except for the provisions of section h) below, the individuals which the company acknowledges as holders of shares as of the date of the call, as well as all the examiners and their alternates, shall be called for any meeting, in writing, with at least fifteen (15) days in advance to the date thereof, either by telex, telefax, or letter sent by certified air mail if the addressee is abroad, and by telex, telefax or letter sent by certified ordinary mail if the addressee has its domicile in Mexico, prepaid, to the last address which such shareholders and examiners owners and alternates have record with the office of

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the secretary of the company, as the case may be, provided that such foreign shareholders may record with the company a second address located within Mexico where an additional copy of the personal call shall be sent. h) Any meeting may be held with no need of previous call if the shareholders holding or representing the totality of the shareholders with voting rights in such company, were present or represented at the voting. i) All shareholders may be represented in any shareholder meeting through the individual appointed as attorney-in-fact in writing. The directors, managers and examiners may not act as attorneys-in-fact. j) Except for a judicial order to the contrary, the company shall only acknowledge as shareholders' those individuals or entities whose names were recorded in the shareholders registry book, and such recording shall be enough to allow the entrance of such individual to the meeting. k) All shareholders' meetings shall be presided by the Sole Director, or if applicable by the president of the Board of Directors, assisted by the secretary, and in the event of absence of any of them, the president or secretary, as the case may be, shall be the persons appointed by the meeting by majority. l) Before the commencement of the meeting, the person presiding shall appoint among the shareholders present or represented thereat one or more recount clerks to verify the number of those present at the meeting, the number of shares represented by them and the number of votes which each one of them has the right to issue. m) In order to consider an ordinary shareholders' meeting legally installed held under first call, shall be represented at least the majority of the shares issued by the company and outstanding. Under a second or other call it shall be enough the representation of any number of shares. n) In order to deem an extraordinary shareholders' meeting legally installed held under first call there shall be represented at least seventy five percent (75%) of all the shares issued and outstanding, and the fifty percent (50%) of all shares issued and outstanding shall be enough in the event of second or other call. o) Upon verification of the tally for the execution of the corresponding meeting, the person presiding shall declare the meeting to be legally installed and shall subject the items on the agenda to their consideration. p) All voting shall be economic unless those present representing at least a majority of all the shares issued and outstanding agree the vote to be secret. q) The shareholders have the right to issue a vote per each share in any ordinary and extraordinary shareholders' meeting. r) The validity of the resolutions adopted in any ordinary shareholders' meeting, held under first or other call, shall be subject to the affirmative vote of at least the majority of the total shares represented in the meeting. s) The validity of the

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resolutions adopted in an extraordinary shareholders' meeting, held under first or other call, shall be subject to the affirmative vote of at least the fifty per cent (50%) of all the shares issued and outstanding. t) The resolutions adopted by phone by the unanimous vote of all the shareholders representing the totality of the voting shares, out of a shareholders' meeting, shall have the same validity for all legal purposes as if taken in a general meeting, only and if were confirmed in writing. u) The secretary shall prepare the minutes of each shareholders' meeting, which shall be recorded in the corresponding minutes book and shall be signed, at least by the president and secretary in office. Likewise, the secretary of the meeting shall prepare a file which shall contain: i) the newspaper in which the call was published, if applicable; ii) the proxies presented or a part thereof certified by the recount clerk or recount clerks; iii) the reports and other documents presented in the meeting; and iv) a copy of the meeting minutes. In the event mentioned in paragraph t) above, the vote in writing of the shareholders shall be attached to such file; v) If for any reason a meeting legally called is not installed, such fact and its causes shall be evidenced in the minutes book, making a file pursuant to section u) above. EIGHTH TITLE. DIRECTION OF THE COMPANY. SEVENTEENTH. The company shall be directed by a Sole Director or, as resolved by an ordinary shareholders' meeting, by a Board of Directors formed by any number of owner and their respective alternate members appointed by an ordinary shareholders' meeting. Every shareholder or group of shareholders representing at least the twenty five percent (25%) of the capital stock of this company shall have the right to appoint an owner director and its corresponding alternate. EIGHTEENTH. The Sole Director or the owner and alternate directors shall not need to be shareholders. The alternate directors may only replace the owner director for which they were appointed. NINETEENTH. An ordinary shareholders' meeting or a Board of Directors meeting shall appoint a president and a secretary of the Board. The president shall need to be a member of the Board, the secretary shall not. TWENTIETH. The Sole Director, or if applicable the owner or alternate directors shall be in office indefinitely since no successors were appointed and these take position. In any case, the Sole Director or the owner and alternate directors may be reelected. TWENTY-FIRST. If the Board of Directors had not the quorum necessary to met pursuant to death, termination, resignation, legal incapacity or permanent impediment of one or more directors and their alternates, the examiner or examiners, by majority, shall appoint one or more successors, as the case may be, in order to carry out the position or positions vacant until

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the shareholders' meeting appoints a successor or successors if applicable. TWENTY-SECOND. The Board of Directors may meet at any place within Mexico or abroad, or at the place legally mentioned, provided that the trip and hotel expenses of the owner and alternate directors, and the examiners, shall be borne by the company. The Board may meet as many times as its president deems necessary or convenient, the secretary or two (2) of the owner or alternate directors in office. Calls for Board meetings shall be delivered in writing to each of the owner and alternate directors, as well as to all the owner and alternate examiners, with at least five (5) days in advance to the date of such meeting, by telex or telefax if the addressee has its domicile abroad, to the last address which such directors and examiners have record with the secretary. The call shall contain the hour, date, place and agenda of the Board meeting. Any Board meeting may be validly held with no previous call if all the persons with the right to receive the call thereof were present, or if there was the quorum provided that each of the directors or examiners absent have signed a waiver to their right to receive such call. TWENTY-THIRD. The quorum in any Board of Directors meeting shall be enough when at least the majority of the owner directors or their corresponding alternates were present, and the resolutions of the Board of Directors shall only be valid as such were approved for at least the majority of the directors or their corresponding alternates present at the meeting. The president of the Board or the alternate thereof, or the person presiding the meetings, shall not have quality vote in the event of tie. The resolutions taken out of a Board of Directors meeting, by the owner or alternate members, shall have the same validity for all legal effects, as if taken in a meeting duly installed of the Board of Directors, only and if confirmed in writing. Any Board of Directors meeting shall be contained in a minutes which shall be transcribed in the corresponding minutes book and which shall be signed by at least the president and the secretary of the meeting, and the examiner. TWENTY-FOUR. The Board of Directors shall have the broadest authorities permitted by law to a general attorney-in-fact to enter into any kind of agreements, and to carry put any kind of acts and transactions which under law or provision hereof are not reserved to a shareholders' meeting, as well as to manage and conduct business of the company, to perform every and each of the corporate purposes thereof and to represent the company before any kind of judicial authorities (civil and criminal), labor or administrative, either federal, local or municipal, with the broadest power-of-attorney for lawsuits and collections, acts of administration and acts of domain, under the terms of the first three paragraphs of article 2554 of the

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Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico, including such special authorities provided in articles 2574, 2582, 2587 and 2593 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico and articles 9 and 10 of the General Law of Credit Instruments and Transactions including but not limited to, the following: a) File and withdraw claims, present accusations, assist the Attorney General and grant judicial pardon to those guilty; b) file and withdraw from "amparo" trials and the incidents thereof; c) grant without limitations, or with such limitations which the Board deems convenient and to revoke all kind of general and/or special powers-of-attorney, including powers-of-attorney for acts of administration, acts of domain and lawsuits and collections; d) delegate any of its authorities in the person or persons, managers, officers, attorneys-in-fact or committees which the Board deems convenient. No member of the Board of Directors may individually or separately exercise the powers-of-attorney above mentioned, except for an express authorization of the Board of Directors or the shareholders' meeting. The Sole Director shall only have such authorities which are expressly granted by an ordinary shareholders' meeting - NINTH TITLE - SURVEILLANCE OF THE COMPANY AND EXTERNAL AUDIT - TWENTY FIVE. The surveillance of the company shall be provided by an examiner appointed by an ordinary shareholders' meeting, as well as the corresponding alternate. This may be or not a shareholder and shall have the rights and obligations under articles 166 and on of the General Law of Commercial Companies. The examiner shall be in office until his successor has been appointed and takes position. Any shareholder or group of shareholders representing at least the twenty five per cent (25%) of the capital stock of this company shall have the right to appoint an owner examiner and the corresponding alternate. TWENTY SIX. The Sole Administrator, an ordinary shareholders' meeting or the Board of Directors shall appoint the accountants which shall act as external auditors of the company and which shall prepare the information for the annual reports certifying the balance and loss and income statement for each fiscal year... TRANSITORY CLAUSES - FIRST. This company has as of January 2, 2002 a capital stock of MX\$7,187,000.00, represented by 7,187,000 shares with no par value Series "A" representing the minimum or fixed capital stock, totally paid as follows:

Shareholder	Shares Series "A"	Paid-in-Capital
Henkel Capital, S.A. de C.V.	7,186,999	MX\$7,186,999.00
Henkel Mexicana, S.A. de C.V.	1	MX\$1.00

Total: 7,187,000 MX\$7,187,000.00

SECOND. It is hereby evidenced that the appearing partys above mentioned had paid the amount of MX\$7,187,000.00, representing the 100% of the book value of such shares... CLAUSES... SECOND.- The total amendment of the by-laws of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, which have been transcribed and provided in the document attached to the appendix hereof is hereby evidenced. THIRD.- The acceptance of the resignation of Messrs. RAMON BACARDIT CABADO, ALOIS LINDER, JOHN E KNUDSON, as owner members of the Board of Directors of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION is hereby evidenced. FOURTH.- The acceptance of the resignation of Messrs. EGBERT BERNSMEISTER, PETER DE HEER and PATRICIA ESPINOSA DÍAZ, as alternate members and this last also as alternate secretary of the Board of Directors of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION is hereby notarized. FIFTH.- The appointment of the members of the Board of Directors of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION, in favor of the personas and positions provided below is hereby notarized:

John E. Knudson (President)
Jean Pierre de Montalivet
Egbert Bernsmeister Schwarz
Patricia Eugenia Espinosa Díaz
Alberto Sepúlveda de la Fuente (Secretary)

SIXTH.- The appointment of Mr. GILBERTO ALFARO SERVIN and Mr. JAIME SANCHEZ-MEJORADA FERNANDEZ, as owner examiner and alternate examiner, respectively of "HENKEL SALGADO", VARIABLE CAPITAL CORPORATION is hereby notarized.

MEXICO, FEDERAL DISTRICT, DECEMBER TWENTY TWO THOUSAND TWO.

I ATTEST.

JOSE VISOSO DEL VALLE, NOTARY PUBLIC NUMBER NINETY TWO FOR THE FEDERAL DISTRICT AND THE FEDERAL PATRIMONY ESTATE, CERTIFY:

THAT MR. ALBERTO SEPÚLVEDA DE LA FUENTE, EVIDENCES THE LEGAL EXISTENCE OF HIS PRINCIPAL "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, with the following documents:

a).- Certified copy of public deed number seventy two thousand two hundred thirty six, dated March thirty nineteen ninety eight, granted by Mr. VICENTE LECHUGA MANTERNACH, Notary Public number Four for the City of Toluca, State of Mexico, which first testimony was recorded with the Public Registry of Commerce of the District of Toluca, State of Mexico, under file number three hundred sixty, in seventy pages, first book, commerce section, folio five hundred ninety, dated June fifteen nineteen ninety eight, which the appearing party hereby evidences, which provides the incorporation of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, with corporate domicile at the CITY OF TOLUCA, STATE OF MEXICO, term UNDEFINED, with capital stock of FIFTY THOUSAND PESOS, MEXICAN CURRENCY, with FOREIGNER EXCLUSION clause, with the corporate purpose provided in such public deed.

b).- Certified copy of the first testimony of public deed number seven thousand seven hundred seventy one, dated March twenty, two thousand, granted by Mr. VICTOR ALFONSO VARELA PÉREZ, Notary Public number Twenty for the City of Toluca, State of Mexico, recorded with the Public Registry of Commerce of the District of Toluca, State of Mexico, under file number eighty eight, folio four hundred twenty seven, volume thirty nine, first book, commerce section, dated April twenty seven, two thousand, which caused the formalization of the General Extraordinary Shareholders' Meeting of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, dated January six nineteen ninety nine which provides the capital stock increase in its variable portion. I hereby transcribe a part of such public deed:

"... MINUTES.- "... In the City of Toluca, State of Mexico, on January 6, 1999 at 12:00 hours, the shareholders of "FÁBRICA DE DETERGENTE SALGADO", S.A. DE C.V., met at the corporate domicile of such Company in order to held the general extraordinary shareholders' meeting. The president submitted to the consideration of the shareholders the following: AGENDA.. II.- Proposal to increase the capital stock in its variable portion.. RESOLUTIONS.- First.- It is resolved to increase the capital stock of the company in its variable portion in the amount of MX\$42'689,000.00 (Forty two million six hundred eighty nine

thousand pesos 00/100 Mexican Currency), which added to its current minimum capital of MX\$50,000.00 (Fifty thousand pesos 00/100 Mexican Currency), shall result in the amount of MX\$42'739,000.00 (Forty two million seven hundred thirty nine thousand pesos 00/100 Mexican Currency), constituting its capital stock. CLAUSES.- First.- The General Extraordinary Shareholders' Meeting Minutes of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, dated January six nineteen ninety nine is hereby notarized for all legal purposes, and therefore all resolutions adopted therein shall be valid. Second.- The appearing party shall guarantee the authenticity of the document herein notarized as well as the signatures hereof..."

c).- Certified copy of the first testimony of public deed number seven thousand seven hundred seventy three, dated March twenty two thousand, which first testimony is recorded with the Public Registry of Property and Commerce of the District of Toluca, State of Mexico, under file number ninety three, volume thirty nine, first book, folio four hundred twenty nine, commerce section, dated April twenty seven two thousand, which caused the formalization of the General Extraordinary and Ordinary Shareholders' Meeting Minutes of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, dated January fourteen two thousand which provides among other things the modification of the foreigners exclusion clause in the foreigners admission and the modification of clause second of the by-laws. I hereby transcribe a part of such public deed:

"... MINUTES.- "... In the City of Toluca, State of Mexico, on January 14, 2000 at 16:00 hours, the shareholders of "FÁBRICA DE DETERGENTE SALGADO", S.A. DE C.V., met at the corporate domicile of such Company in order to held the general extraordinary and ordinary shareholders' meeting. The president submitted to the consideration of the shareholders the following: AGENDA. EXTRAORDINARY MEETING... II.- Resolution regarding the change of the foreigner exclusion clause to the foreigner admission clause, and if applicable, modification of clause second of the by-laws. III.- Resolution regarding the ratification of the capital stock structure and the shares distribution. ORDINARY MEETING.- IV.- Ratification of the approval of the financial statements of previous years... RESOLUTIONS.- I.- OPENING OF THE MEETING, APPOINTMENT OF THE RECOUNT CLERK AND VERIFICATION OF THE TALLY... II.- RESOLUTION REGARDING THE CHANGE OF THE FOREIGNER EXCLUSION CLAUSE TO THE FOREIGNER ADMISSION CLAUSE, AND IF APPLICABLE, MODIFICATION OF CLAUSE SECOND OF THE BY-LAWS.- II.1.- It is hereby resolved to eliminate the foreigner exclusion clause and incorporate the foreigner admission clause,

in order for the company to have in the future foreign investment allowing the full compliance of its corporate purpose. II.2.- It is hereby resolved to amend clause second of the by-laws to provide the following terms: "SECOND... Any foreigner which, in the act of incorporation or in any moment after such act, acquires an interest or share in the company, shall be considered as Mexican, and shall not request the protection of its government, under penalty of, in the event of breach, lost of such interest or participation in benefit of Mexico. CLAUSES: SECOND.- The appearing party shall guarantee the authenticity of the document herein notarized as well as the signatures hereof..."

d).- Public deed granted by me, number seventy four thousand seven hundred seventy eight, dated April five two thousand two, which first testimony is pending to be recorded in the Public Registry of Commerce of the District of Toluca, State of Mexico, which caused the formalization of the General Ordinary Shareholders' Meeting of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, dated December nineteen two thousand one, which provides among other things the resignation and appointment of members of the board of directors; the resignation and appointment of the examiner; the ratification of the owner and alternate secretary and the revocation of powers-of-attorney. I hereby transcribe a part of such public deed:

"...FÁBRICA DE DETERGENTE SALGADO, S.A. DE C.V. GENERAL ORDINARY SHAREHOLDERS' MEETING DATED DECEMBER 19, 2001. In Toluca, State of Mexico, on December 19, 2001 at 10:30 hours, the shareholders of the company listed in the attendance list below met at the corporate domicile of FÁBRICA DE DETERGENTE SALGADO, S.A. DE C.V., in order to held the General Ordinary Shareholders' Meeting. AGENDA. I.- Resignation presented by Mr. Mariano Salgado Alvear as member of the Board of Directors, Mr. Guillermo Moreno Ortiz as his alternate and Mr. Carlos Segura Sánchez as Examiner of the Company. Proposal to appoint an examiner for the Company. Resolutions thereat. CLAUSES. FIRST.- The General Ordinary Shareholders' Meeting Minutes of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, held on December nineteen two thousand one, which has been herein transcribed is hereby notarized. SECOND.- The acceptance of the resignation of Mr. MARIANO SALGADO ALVEAR, as member of the Board of Directors of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION is hereby notarized. THIRD.- The acceptance of the resignation of Mr. GUILLERMO MORENO ORTIZ as alternate member of the Board of Directors of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION is hereby notarized.-

FOURTH.- The acceptance of the resignation of Mr. CARLOS SEGURA SANCHEZ, as Examiner of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION is hereby notarized.- FIFTH.- Provided the formalization of the resolutions above, the Board of Directors of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, shall be integrated by the persons and positions provided below:

OWNER MEMBERS

RAMON BACARDIT CABADO
ALOIS LINDER

ALTERNATE MEMBERS

EGBERT BERNSMEISTER SCHWARZ
PETER DE HEER

SIXTH.- The ratification of Messrs. EGBERT BERNSMEISTER SCHWARZ and PATRICIA ESPINOSA DÍAZ, as Secretary and Alternate Secretary of the company, respectively, of the Board of Directors of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION is hereby notarized.- SEVENTH.- The appointment of Mr. GILBERTO ALFARO SERVIN as owner examiner of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION is hereby notarized.."

e).- Public deed granted by me, number seventy four thousand seven hundred sixty nine, dated April five two thousand two, which first testimony is pending to be recorded in the Public Registry of Commerce of the District of Toluca, State of Mexico and with the Public Registry Commerce of the Federal District, which caused the formalization of the General Extraordinary and Ordinary Shareholders' Meeting of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, dated January second two thousand two, which provides among other things the total amendment of the incorporation public deed and as consequence the by-laws; resignation and appointment of members of the board of directors and examiners and the granting of powers-of-attorney. I hereby transcribe a part of such public deed:

"General Extraordinary and Ordinary Shareholders' Meeting of Fábrica de Detergente Salgado, S.A. de C.V., dated January 2, 2002. In the City of Toluca, State of Mexico, on January 2, 2002 at 12:00 hours, at the corporate domicile of Fábrica de Detergente Salgado, S.A. de C.V., the shareholders and their representatives which names are provided in the attendance list below, met in order to held a general extraordinary and ordinary shareholders' meeting of the company. Agenda. Extraordinary Meeting. I.- Total amendment of the incorporation public deed and by-laws of this company... Ordinary Meeting. II.- Resignation and appointment of the members of the Board of Directors and examiners of the Company... Extraordinary Meeting. Thereafter, the only item on the agenda for the extraordinary meeting was

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discussed, and after a broad deliberation at such respect and the explanations requested, the following resolutions were unanimously adopted by the shareholders and/or their representatives: I.- Total amendment of the incorporation public deed and by-laws of this company. First Resolution.- It is hereby resolved to amend the incorporation public deed and by-laws of this company pursuant to the project presented by the president of the meeting and which for the best identification hereof, is attached to the minutes of this meeting, authorized by the signature of the president and secretary of this meeting, effective as of January 2, 2002. "INCORPORATION PUBLIC DEED BY-LAWS OF FÁBRICA DE DETERGENTE SALGADO, S.A. DE C.V.- CLAUSES. FIRST TITLE. ORGANIZATION. FIRST. This is a *Variable Capital Corporation* which shall be governed by this by-laws and by the General Law of Commercial Companies. SECOND TITLE.- CORPORATE NAME, DOMICILE, TERM AND CORPORATE PURPOSE. SECOND. The corporate name of the company shall be "FÁBRICA DE DETERGENTE SALGADO", which shall always be followed by the words "Variable Capital Corporation" or its abbreviation "S.A. de C.V.".- THIRD. The corporate domicile of the company shall be at Mexico City, Federal District, but the company through its shareholders' meeting or the Board of Directors, or the Sole Director, may establish manufacture plants, offices, warehouses, distribution and sales centers, agencies or branches of the company within Mexico or abroad, without changing its corporate domicile. FOURTH. The term of the company shall be undefined. FIFTH. The corporate purpose of the company shall be the following: a) Commerce and industry in general, including but not limited to, the manufacture, industrialization, connection, acquisition, sale, import, export, use and distribution of any kind of merchandise and products, on its behalf or on behalf of someone else, within Mexico and abroad, specially chemical products, chemicals derived from oil and industrial products in general, including all kind of soap for consumer, domestic clean products and/or personal clean products, as well as complementary, auxiliary or similar products, with any restriction or limitation; b) Provide, receive, contract all kind of technical, administrative, operation, advising and surveillance services, including the provision of services of workers, executives, confident employees, administration personnel, technical and any other nature; c) Acquire, receive or provide advising, technical services and technical assistance, advising in industrial, commercial, finance, legal, fiscal, accounting, scientific investigation matters, operation and maintenance of industrial plants and administration in general; d) Acquire, encumber, lease, sublease or use in any manner and through any title the real property and real estate which were necessary for the

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performance of its corporate purposes; e) Have representations within Mexico or abroad, in the capacity as commissioner, agent, intermediary, or factor, legal representative or empowered of all kinds of companies or individuals; f) Register and use trademarks, commercial names, obtain and use patents, invention certificates, acquire or make use of industrial and intellectual property rights and copy rights, as well as to grant or receive licenses or authorizations for the use and exploitation of all kinds of industrial or intellectual property rights and copy rights; g) Celebrar convenios de cualquier naturaleza o denominación con cualquier persona con objeto de realizar los fines sociales de esta sociedad; g) Enter into agreements of any nature or kind with any person in order to perform the corporate purpose of this company; h) Obtain credits and proceeds in general for the performance of the corporate purpose of this company, without limitation regarding amounts, as well as to carry out credit transactions and to issue, grant, guarantee, underwrite, accept and endorse all kinds of credit instruments and other documents and indebtedness certificates, including obligations, either executives or not, which guarantee the payment of both capital and interests through mortgage, pledge, sale or assignment in trust of whole or part of the properties of the company, or grant personal guaranties; i) Obtain insurance and bonds and to grant any kind of real or personal guarantee to secure its obligations and third party obligations; and j) In general, carry out any other business or activity related with the above paragraphs, and to have and exercise the authorities granted by any applicable law to be in compliance with the corporate purpose of this company. THIRD TITLE. CAPITAL STOCK, SHARES AND SHAREHOLDERS. SIXTH. The capital of the company is variable. a) The capital stock in its fixed or minimum portion is MX\$50,000.00 divided into 50 nominative shares, Series "A", with no par value. b) The capital stock in its variable portion is unlimited and is represented by nominative shares, with no par value, and shall be shares Series "B". SIXTH TITLE. FOREIGNER SHAREHOLDERS. THIRTEENTH. Any foreigner which, in the act of incorporation or in any moment after such act, acquires an interest or share in the company, shall be considered as Mexican, and shall not request the protection of its government, under penalty of, in the event of breach, lost of such interest or participation in benefit of Mexico. SEVENTH TITLE. SHAREHOLDERS' MEETING. FOURTEENTH. The shareholders' meeting is the head organism of the company and its resolutions shall be binding for all the shareholders, even for those not present. In any case, the shareholders which were not present shall have the rights granted by articles 201 and 206 of the General Law of Commercial Companies. FIFTEENTH. The

shareholders' meetings shall be ordinary and extraordinary. a) Such meetings which were called to discuss any of the matters referred in articles 180 and 181 of the General Law of Commercial Companies, and those matters contained in the agenda, and which pursuant to law or this by-laws are not expressly reserved for an extraordinary shareholders' meetings shall be ordinary meetings. b) Such meetings which were called to discuss any of the following matters: 1. Dissolution of the company; 2. Increase or reduction of the minimum or fixed capital stock of the company; 3. Change of corporate purpose; 4. Change of nationality of the company; 5. Transformation of the company; 6. Mergers with other company, or split-off thereof; 7. Issuance of privileged shares; 8. Amortization by the company of its shares; 9. Issuance of bonds; 10. Any other modification of the by-laws, shall be extraordinary meetings. SIXTEENTH. The shareholders' meetings shall be subject to the following provisions: a) Except herein provided to the contrary, the shareholders' meetings may be held when the Sole Director deems necessary, or if applicable the Board of Directors, or as per request of the examiner, or the shareholder holding a number of shares which at least represents the 33% (thirty three percent) of the paid-in capital of the company, or by any shareholder in the events provided under article 185 of the General Law of Commercial Instruments. b) Ordinary meetings shall be held at least once a year within the first four months of each corporate year. c) All shareholders' meetings shall be held at the corporate domicile of the company, except for *force majeure*. d) The call for any meeting shall be made by the Sole Director, or if applicable by the Board of Directors or the examiner, or under provisions of articles 168, 184 and 185 of the General Law of Commercial Companies. e) The call shall be published in a Newspaper of those five of greater circulation in the corporate domicile of the company, or in the Official Federation Gazette, with at least fifteen (15) days in advance to the date of any meeting. f) The call shall contain, at least, date, hour and place of the meeting, as well as the agenda therefor, and shall be signed by the Sole Director, or if applicable by the secretary of the company, or by the individual appointed by the Board of Directors, or by the examiner, or if not, by a competent judge under the provisions of articles 168, 184 and 185 of the General Law of Commercial Companies. g) In addition to the publication of the call and except for the provisions of section h) below, the individuals which the company acknowledges as holders of shares as of the date of the call, as well as all the examiners and their alternates, shall be called for any meeting, in writing, with at least fifteen (15) days in advance to the date thereof, either by telex, telefax, or letter sent by certified

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air mail if the addressee is abroad, and by telex, telefax or letter sent by certified ordinary mail if the addressee has its domicile in Mexico, prepaid, to the last address which such shareholders and examiners owners and alternates have record with the office of the secretary of the company, as the case may be, provided that such foreign shareholders may record with the company a second address located within Mexico where an additional copy of the personal call shall be sent..h) Any meeting may be held with no need of previous call if the shareholders holding or representing the totality of the shareholders with voting rights in such company, were present or represented at the voting. i) All shareholders may be represented in any shareholder meeting through the individual appointed as attorney-in-fact in writing. The directors, managers and examiners may not act as attorneys-in-fact. j) Except for a judicial order to the contrary, the company shall only acknowledge as shareholders' those individuals or entities whose names were recorded in the shareholders registry book, and such recording shall be enough to allow the entrance of such individual to the meeting. k) All shareholders' meetings shall be presided by the Sole Director, or if applicable by the president of the Board of Directors, assisted by the secretary, and in the event of absence of any of them, the president or secretary, as the case may be, shall be the persons appointed by the meeting by majority. l) Before the commencement of the meeting, the person presiding shall appoint among the shareholders present or represented thereat one or more recount clerks to verify the number of those present at the meeting, the number of shares represented by them and the number of votes which each one of them has the right to issue. m) In order to consider an ordinary shareholders' meeting legally installed held under first call, shall be represented at least the majority of the shares issued by the company and outstanding. Under a second or other call it shall be enough the representation of any number of shares. n) In order to deem an extraordinary shareholders' meeting legally installed held under first call there shall be represented at least seventy five percent (75%) of all the shares issued and outstanding, and the fifty percent (50%) of all shares issued and outstanding shall be enough in the event of second or other call. o) Upon verification of the tally for the execution of the corresponding meeting, the person presiding shall declare the meeting to be legally installed and shall subject the items on the agenda to their consideration. p) All voting shall be economic unless those present representing at least a majority of all the shares issued and outstanding agree the vote to be secret. q) The shareholders have the right to issue a vote per each share in

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any ordinary and extraordinary shareholders' meeting. r) The validity of the resolutions adopted in any ordinary shareholders' meeting, held under first or other call, shall be subject to the affirmative vote of at least the majority of the total shares represented in the meeting. s) The validity of the resolutions adopted in an extraordinary shareholders' meeting, held under first or other call, shall be subject to the affirmative vote of at least the fifty per cent (50%) of all the shares issued and outstanding. t) The resolutions adopted by phone by the unanimous vote of all the shareholders representing the totality of the voting shares, out of a shareholders' meeting, shall have the same validity for all legal purposes as if taken in a general meeting, only and if were confirmed in writing. u) The secretary shall prepare the minutes of each shareholders' meeting, which shall be recorded in the corresponding minutes book and shall be signed, at least by the president and secretary in office. Likewise, the secretary of the meeting shall prepare a file which shall contain: i) the newspaper in which the call was published, if applicable; ii) the proxies presented or a part thereof certified by the recount clerk or recount clerks; iii) the reports and other documents presented in the meeting; and iv) a copy of the meeting minutes. In the event mentioned in paragraph t) above, the vote in writing of the shareholders shall be attached to such file; v) If for any reason a meeting legally called is not installed, such fact and its causes shall be evidenced in the minutes book, making a file pursuant to section u) above. EIGHTH TITLE. DIRECTION OF THE COMPANY. SEVENTEENTH. The company shall be directed by a Sole Director or, as resolved by an ordinary shareholders' meeting, by a Board of Directors formed by any number of owner and their respective alternate members appointed by an ordinary shareholders' meeting. Every shareholder or group of shareholders representing at least the twenty five percent (25%) of the capital stock of this company shall have the right to appoint an owner director and its corresponding alternate. EIGHTEENTH. The Sole Director or the owner and alternate directors shall not need to be shareholders. The alternate directors may only replace the owner director for which they were appointed. NINETEENTH. An ordinary shareholders' meeting or a Board of Directors meeting shall appoint a president and a secretary of the Board. The president shall need to be a member of the Board, the secretary shall not. TWENTIETH. The Sole Director, or if applicable the owner or alternate directors shall be in office indefinitely since no successors were appointed and these take position. In any case, the Sole Director or the owner and alternate directors may be reelected. TWENTY-FIRST. If the Board of Directors had not the quorum

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necessary to met pursuant to death, termination, resignation, legal incapacity or permanent impediment of one or more directors and their alternates, the examiner or examiners, by majority, shall appoint one or more successors, as the case may be, in order to carry out the position or positions vacant until the shareholders' meeting appoints a successor or successors if applicable. TWENTY-SECOND. The Board of Directors may meet at any place within Mexico or abroad, or at the place legally mentioned, provided that the trip and hotel expenses of the owner and alternate directors, and the examiners, shall be borne by the company. The Board may meet as many times as its president deems necessary or convenient, the secretary or two (2) of the owner or alternate directors in office. Calls for Boar meetings shall be delivered in writing to each of the owner and alternate directors, as well as to all the owner and alternate examiners, with at least five (5) days in advance to the date of such meeting, by telex or telefax if the addressee has its domicile abroad, to the last address which such directors and examiners have record with the secretary. The call shall contain the hour, date, place and agenda of the Board meeting. Any Board meeting may be validly held with no previous call if all the persons with the right to receive the call thereof were present, or if there was the quorum provided that each of the directors or examiners absent have signed a waiver to their right to receive such call. TWENTY-THIRD. The quorum in any Board of Directors meeting shall be enough when at least the majority of the owner directors or their corresponding alternates were present, and the resolutions of the Board of Directors shall only be valid as such were approved for at least the majority of the directors or their corresponding alternates present at the meeting. The president of the Board or the alternate thereof, or the person presiding the meetings, shall not have quality vote in the event of tie. The resolutions taken out of a Board of Directors meeting, by the owner or alternate members, shall have the same validity for all legal effects, as if taken in a meeting duly installed of the Board of Directors, only and if confirmed in writing. Any Board of Directors meeting shall be contained in a minutes which shall be transcribed in the corresponding minutes book and which shall be signed by at least the president and the secretary of the meeting, and the examiner. TWENTY-FOUR. The Board of Directors shall have the broadest authorities permitted by law to a general attorney-in-fact to enter into any kind of agreements, and to carry put any kind of acts and transactions which under law or provision hereof are not reserved to a shareholders' meeting, as well as to manage and conduct business of the company, to perform every and each of the corporate purposes thereof and to represent the

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company before any kind of judicial authorities (civil and criminal), labor or administrative, either federal, local or municipal, with the broadest power-of-attorney for lawsuits and collections, acts of administration and acts of domain, under the terms of the first three paragraphs of article 2554 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico, including such special authorities provided in articles 2574, 2582, 2587 and 2593 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico and articles 9 and 10 of the General Law of Credit Instruments and Transactions including but not limited to, the following: a) File and withdraw claims, present accusations, assist the Attorney General and grant judicial pardon to those guilty; b) file and withdraw from "amparo" trials and the incidents thereof; c) grant without limitations, or with such limitations which the Board deems convenient and to revoke all kind of general and/or special powers-of-attorney, including powers-of-attorney for acts of administration, acts of domain and lawsuits and collections; d) delegate any of its authorities in the person or persons, managers, officers, attorneys-in-fact or committees which the Board deems convenient. No member of the Board of Directors may individually or separately exercise the powers-of-attorney above mentioned, except for an express authorization of the Board of Directors or the shareholders' meeting. The Sole Director shall only have such authorities which are expressly granted by an ordinary shareholders' meeting.. NINTH TITLE - SURVEILLANCE OF THE COMPANY AND EXTERNAL AUDIT - TWENTY FIVE. The surveillance of the company shall be provided by an examiner appointed by an ordinary shareholders' meeting, as well as the corresponding alternate. This may be or not a shareholder and shall have the rights and obligations under articles 166 and on of the General Law of Commercial Companies. The examiner shall be in office until his successor has been appointed and takes position. Any shareholder or group of shareholders representing at least the twenty five per cent (25%) of the capital stock of this company shall have the right to appoint an owner examiner and the corresponding alternate. TENTH TITLE. GUARANTEES OF THE DIRECTORS, OFFICERS AND EXAMINERS. TWENTY SEVEN. The owner members and alternate members of the Board of Directors, officers, Sole Administrator, chief executive officer, general manager, special managers, examiners and alternate examiners, shall not need to guarantee the compliance of their obligations. TRANSITORY CLAUSES - FIRST. This company as of January 2, 2002 has a capital stock of MX\$70,592,000.00, MX\$50,000.00 represented by 50 shares Series "A" with no par value, representing the minimum or fixed capital stock, and

MX\$70,542,000.00 represented by 70,542 shares Series "B" with no par value, representing the variable capital stock, totally paid as follows:

<u>Shareholder</u>	<u>Shares</u>		<u>Paid-in-Capital</u>
	<u>Series "A"</u>	<u>Series "B"</u>	
Henkel Salgado, S.A. de C.V.	49	70,542	MX\$70,591,000.00
Inmobiliaria Rey, S.A. de C.V.	1	--	MX\$1,000.00
Total:	50	70,542	MX\$70,592,000.00

SECOND. It is hereby evidenced that the appearing partys above mentioned had paid the amount of MX\$70,592,000.00, representing the 100% of the book value of such shares... Followed by two signatures. IN WITNESS WHEREOF, the appearing party sets forth the following: CLAUSES. FIRST.- The General Extraordinary and Ordinary Shareholders' Meeting Minutes of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, held on January two, two thousand two, which is hereby transcribed, is hereby notarized. SECOND.- The total amendment of the by-laws of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, which have been transcribed is hereby notarized. THIRD.- The acceptance of the resignation of Messrs. RAMON BACARDIT CABADO, EGBERT BERNSMEISTER, ALOIS LINDER, PETER DE HEER and PATRICIA ESPINOSA DÍAZ, as owner members, alternate members and secretary, respectively, of the Board of Directors of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION is hereby notarized. FOURTH.- The appointment of the members of the Board of Directors of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION, in favor of the persons and positions provided below is hereby notarized:

John E. Knudson (President)
 Jean Pierre de Montalivet
 Egbert Bernsmeister Schwarz
 Patricia Eugenia Espinosa Díaz
 Alberto Sepúlveda de la Fuente (Secretary)

FIFTH.- The RATIFICATION of Mr. GILBERTO ALFARO SERVIN and the appointment Mr. JAIME SANCHEZ-MEJORADA FERNANDEZ, as owner examiner and alternate examiner, respectively of "FÁBRICA DE DETERGENTE SALGADO", VARIABLE CAPITAL CORPORATION is hereby notarized".

MEXICO, FEDERAL DISTRICT, DECEMBER TWENTY TWO THOUSAND TWO.

I ATTEST.

JOSE VISOSO DEL VALLE, NOTARY PUBLIC NUMBER NINETY TWO FOR THE FEDERAL DISTRICT AND THE FEDERAL PATRIMONY ESTATE, CERTIFY:

THAT MR. ALBERTO SEPÚLVEDA DE LA FUENTE, EVIDENCES THE LEGAL EXISTENCE OF HIS PRINCIPAL "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION, with the following documents:

a).- Certified copy of public deed number seven thousand seven hundred eighty four, dated March twenty two thousand, granted by Mr. VICTOR ALFONSO VARELA PÉREZ, Notary Public number twenty of the City of Toluca, State of Mexico, which first testimony is recorded with the Public Registry of Commerce of the District of Toluca, State of Mexico, in the first book, commerce section, volume thirty nine, file number seventy seven, in one page, dated April twenty five two thousand, which caused the formalization of the General Extraordinary and Ordinary Shareholders' Meeting of "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION, executed on January fourteen two thousand, which provides among other things the ratification of the capital stock structure, shares distribution and the resolution regarding the re-expression of the by-laws. I hereby transcribe a part of such public deed:

CAPACITY AND LEGAL EXISTENCE... a).- By means of public deed number twenty four thousand seven hundred fifty seven, volume eighty four, dates March thirty nineteen sixty, granted by Mr. ALFONSO LECHUGA GUTIÉRREZ, formerly Notary Public number four for this Judicial District, recorded with the Public Registry of Commerce of this Judicial District of Toluca, State of Mexico, under file number one thousand three hundred ninety four, volume sixteenth, book three hyphen two, Commerce section, in forty pages, dated November twenty four nineteen sixty and under file number five hundred eighty four, volume four, First Book, first section, in one hundred eleven pages dated November twenty four nineteen sixty which evidences the incorporation of "INMOBILIARIA REY", CORPORATION... b).- By means of public deed number six thousand ninety eight, volume CXXVIII, dated April two, nineteen eighty two, granted by Mr. VICTOR MANUEL VALDÉS ALVAREZ, formerly Notary Public number Six for this Judicial District, recorded with the Public Registry of this District, First Book, Commerce Section, under file number one hundred forty five hyphen eight hundred forty one, Volume Five, in Sixty two pages, dated July twenty four, nineteen eighty two, which caused the formalization of the General Ordinary Shareholders' Meeting Minutes of such company, which evidenced the transformation of the Company, from CORPORATION, to VARIABLE

CAPITAL CORPORATION, modifying for such purpose articles first, sixth, seventh and eighth of its By-Laws".

b).- Public deed granted by me, number seventy four thousand seven hundred seventy, dated April five two thousand two, which caused the formalization of the General Extraordinary and Ordinary Shareholders' Meeting Minutes of "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION, dated December nineteen two thousand two, which provides the total amendment of the incorporation public deed and as consequence the by-laws; resignation and appointment of members of the board of directors and examiners; the revocation and granting of powers-of-attorney and the appointment of external auditors. I hereby transcribe a part of such public deed:

"... "General Extraordinary and Ordinary Shareholders' Meeting Minutes of Inmobiliaria Rey, S.A. de C.V., dated December 19, 2001. In the City of Toluca, State of Mexico, on December 19, 2001 at 13:00 hours, at the corporate domicile of Inmobiliaria Rey, S.A. de C.V., the shareholders of the company which names are provided in the attendance list below,, met in order to held a general ordinary and extraordinary shareholders' meeting of the company. Agenda - Extraordinary Meeting - I. Total amendment of the incorporation public deed and by-laws of this Company. - Ordinary Meeting - II. Resignation and appointment of the members of the Board of Directors and examiners of the Company.. IV. Appointment of external auditors of the company.. Extraordinary Meeting.. I. Total amendment of the incorporation public deed and by-laws of this Company. First Resolution.- It is hereby resolved to amend the incorporation public deed and by-laws of the company. Second Resolution.- There being no further items to be discussed in this extraordinary meeting, we shall proceed to discuss the items on the agenda for the ordinary meeting, evidencing that the totality of the shares representing the capital stock of the Company is duly represented. Ordinary Meeting. II. Resignation and appointment of members of the Board of Directors and examiners of the company. Third Resolution.- It is hereby accepted the irrevocable resignation as of this date of Messrs. Mariano Salgado Alvear, as owner member of the Board of Directors; Guillermo Moreno Ortiz, as alternate member of the Board of Directors and, Carlos Segura Sánchez, as examiner of the company, as well as to approve the acts carried out, thank their performance in the positions they took, indemnify them with the broadest liquidation permitted by law and release them from any kind of obligation and liability derived from their actions. Fourth Resolution.- The following persons are hereby appointed,

effective as of today December 19, 2001 as members of the Board of Directors of this company:

John E. Knudson (President)
Egbert Bernsmeister Schwarz
Patricia Eugenia Espinosa Díaz
Alberto Sepúlveda de la Fuente (Secretary)

Fifth Resolution. - Mr. Gilberto Alfaro Servin is hereby appointed as owner examiner and Mr. Jaime Sanchez-Mejorada Fernández as alternate examiner.. IV. Appointment of external auditors of the company. Ninth Resolution - It is hereby resolved to appoint KPMG Cárdenas Dosal, S.C. as external auditors of this company..

INCORPORATION PUBLIC DEED AND BY-LAWS OF INMOBILIARIA REY, S.A. DE C.V. - CLAUSES - FIRST TITLE - ORGANIZATION - FIRST. This company is a *Variable Capital Corporation* which shall be governed by this by-laws and, by the General Law of Commercial Companies. SECOND TITLE - CORPORATE NAME, DOMICILE, TERM AND CORPORATE PURPOSE - SECOND. The company shall be named "INMOBILIARIA REY", name which shall always be followed by the words "Variable Capital Corporation" or its abbreviation "S.A. de C.V." - THIRD. The corporate domicile of this company shall be at Mexico City, Federal District.. FOURTH. The term of the company shall be undefined. FIFTH. The corporate purpose of the company shall be the following: a) Commerce and industry in general, including but not limited to, the manufacture, industrialization, connection, acquisition, sale, import, export, use and distribution of any kind of merchandise and products, on its behalf or on behalf of someone else, within Mexico and abroad, specially chemical products, chemicals derived from oil and industrial products in general, including all kind of soap for consumer, domestic clean products and/or personal clean products, as well as complementary, auxiliary or similar products, with any restriction or limitation; b) Provide, receive, contract all kind of technical, administrative, operation, advising and surveillance services, including the provision of services of workers, executives, confident employees, administration personnel, technical and any other nature; c) Acquire, receive or provide advising, technical services and technical assistance, advising in industrial, commercial, finance, legal, fiscal, accounting, scientific investigation matters, operation and maintenance of industrial plants and administration in general; d) Acquire, encumber, lease, sublease or use in any manner and through any title the real property and real estate which were necessary for the

performance of its corporate purposes; e) Have representations within Mexico or abroad, in the capacity as commissioner, agent, intermediary, or factor, legal representative or empowered of all kinds of companies or individuals; f) Register and use trademarks, commercial names, obtain and use patents, invention certificates, acquire or make use of industrial and intellectual property rights and copy rights, as well as to grant or receive licenses or authorizations for the use and exploitation of all kinds of industrial or intellectual property rights and copy rights; g) Enter into agreements of any nature or kind with any person in order to perform the corporate purpose of this company; h) Obtain credits and proceeds in general for the performance of the corporate purpose of this company, without limitation regarding amounts, as well as to carry out credit transactions and to issue, grant, guarantee, underwrite, accept and endorse all kinds of credit instruments and other documents and indebtedness certificates, including obligations, either executives or not, which guarantee the payment of both capital and interests through mortgage, pledge, sale or assignment in trust of whole or part of the properties of the company, or grant personal guaranties; i) Obtain insurance and bonds and to grant any kind of real or personal guarantee to secure its obligations and third party obligations; and j) In general, carry out any other business or activity related with the above paragraphs, and to have and exercise the authorities granted by any applicable law to be in compliance with the corporate purpose of this company. THIRD TITLE. CAPITAL STOCK, SHARES AND SHAREHOLDERS. SIXTH. The capital of the company is variable. a) The capital stock in its fixed or minimum portion is MX\$15,500.00 SIXTH TITLE. FOREIGNER SHAREHOLDERS. THIRTEENTH. Any foreigner which, in the act of incorporation or in any moment after such act, acquires an interest or share in the company, shall be considered as Mexican, and shall not request the protection of its government, under penalty of, in the event of breach, lost of such interest or participation in benefit of Mexico. SEVENTH TITLE. SHAREHOLDERS' MEETING. FOURTEENTH. The shareholders' meeting is the head organism of the company and its resolutions shall be binding for all the shareholders, even for those not present. In any case, the shareholders which were not present shall have the rights granted by articles 201 and 206 of the General Law of Commercial Companies. FIFTEENTH. The shareholders' meetings shall be ordinary and extraordinary. a) Such meetings which were called to discuss any of the matters referred in articles 180 and 181 of the General Law of Commercial Companies, and those matters contained in the agenda, and which pursuant to law or this by-laws are not expressly reserved for an extraordinary shareholders' meetings shall be

ordinary meetings. b) Such meetings which were called to discuss any of the following matters: 1. Dissolution of the company; 2. Increase or reduction of the minimum or fixed capital stock of the company; 3. Change of corporate purpose; 4. Change of nationality of the company; 5. Transformation of the company; 6. Mergers with other company, or split-off thereof; 7. Issuance of privileged shares; 8. Amortization by the company of its shares; 9. Issuance of bonds; 10. Any other modification of the by-laws, shall be extraordinary meetings. SIXTEENTH. The shareholders' meetings shall be subject to the following provisions: a) Except herein provided to the contrary, the shareholders' meetings may be held when the Sole Director deems necessary, or if applicable the Board of Directors, or as per request of the examiner, or the shareholder holding a number of shares which at least represents the 33% (thirty three percent) of the paid-in capital of the company, or by any shareholder in the events provided under article 185 of the General Law of Commercial Instruments. b) Ordinary meetings shall be held at least once a year within the first four months of each corporate year. c) All shareholders' meetings shall be held at the corporate domicile of the company, except for *force majeure*. d) The call for any meeting shall be made by the Sole Director, or if applicable by the Board of Directors or the examiner, or under provisions of articles 168, 184 and 185 of the General Law of Commercial Companies. e) The call shall be published in a Newspaper of those five of greater circulation in the corporate domicile of the company, or in the Official Federation Gazette, with at least fifteen (15) days in advance to the date of any meeting. f) The call shall contain, at least, date, hour and place of the meeting, as well as the agenda therefor, and shall be signed by the Sole Director, or if applicable by the secretary of the company, or by the individual appointed by the Board of Directors, or by the examiner, or if not, by a competent judge under the provisions of articles 168, 184 and 185 of the General Law of Commercial Companies. g) In addition to the publication of the call and except for the provisions of section h) below, the individuals which the company acknowledges as holders of shares as of the date of the call, as well as all the examiners and their alternates, shall be called for any meeting, in writing, with at least fifteen (15) days in advance to the date thereof, either by telex, telefax, or letter sent by certified air mail if the addressee is abroad, and by telex, telefax or letter sent by certified ordinary mail if the addressee has its domicile in Mexico, prepaid, to the last address which such shareholders and examiners owners and alternates have record with the office of the secretary of the company, as the case may be, provided that such foreign shareholders may record with the

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company a second address located within Mexico where an additional copy of the personal call shall be sent. h) Any meeting may be held with no need of previous call if the shareholders holding or representing the totality of the shareholders with voting rights in such company, were present or represented at the voting. i) All shareholders may be represented in any shareholder meeting through the individual appointed as attorney-in-fact in writing. The directors, managers and examiners may not act as attorneys-in-fact. j) Except for a judicial order to the contrary, the company shall only acknowledge as shareholders' those individuals or entities whose names were recorded in the shareholders registry book, and such recording shall be enough to allow the entrance of such individual to the meeting. k) All shareholders' meetings shall be presided by the Sole Director, or if applicable by the president of the Board of Directors, assisted by the secretary, and in the event of absence of any of them, the president or secretary, as the case may be, shall be the persons appointed by the meeting by majority. l) Before the commencement of the meeting, the person presiding shall appoint among the shareholders present or represented thereat one or more recount clerks to verify the number of those present at the meeting, the number of shares represented by them and the number of votes which each one of them has the right to issue. m) In order to consider an ordinary shareholders' meeting legally installed held under first call, shall be represented at least the majority of the shares issued by the company and outstanding. Under a second or other call it shall be enough the representation of any number of shares. n) In order to deem an extraordinary shareholders' meeting legally installed held under first call there shall be represented at least seventy five percent (75%) of all the shares issued and outstanding, and the fifty percent (50%) of all shares issued and outstanding shall be enough in the event of second or other call. o) Upon verification of the tally for the execution of the corresponding meeting, the person presiding shall declare the meeting to be legally installed and shall subject the items on the agenda to their consideration. p) All voting shall be economic unless those present representing at least a majority of all the shares issued and outstanding agree the vote to be secret. q) The shareholders have the right to issue a vote per each share in any ordinary and extraordinary shareholders' meeting. r) The validity of the resolutions adopted in any ordinary shareholders' meeting, held under first or other call, shall be subject to the affirmative vote of at least the majority of the total shares represented in the meeting. s) The validity of the resolutions adopted in an extraordinary shareholders' meeting,

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held under first or other call, shall be subject to the affirmative vote of at least the fifty per cent (50%) of all the shares issued and outstanding. t) The resolutions adopted by phone by the unanimous vote of all the shareholders representing the totality of the voting shares, out of a shareholders' meeting, shall have the same validity for all legal purposes as if taken in a general meeting, only and if were confirmed in writing. u) The secretary shall prepare the minutes of each shareholders' meeting, which shall be recorded in the corresponding minutes book and shall be signed, at least by the president and secretary in office. Likewise, the secretary of the meeting shall prepare a file which shall contain: i) the newspaper in which the call was published, if applicable; ii) the proxies presented or a part thereof certified by the recount clerk or recount clerks; iii) the reports and other documents presented in the meeting; and iv) a copy of the meeting minutes. In the event mentioned in paragraph t) above, the vote in writing of the shareholders shall be attached to such file; v) If for any reason a meeting legally called is not installed, such fact and its causes shall be evidenced in the minutes book, making a file pursuant to section u) above. EIGHTH TITLE. DIRECTION OF THE COMPANY. SEVENTEENTH. The company shall be directed by a Sole Director or, as resolved by an ordinary shareholders' meeting, by a Board of Directors formed by any number of owner and their respective alternate members appointed by an ordinary shareholders' meeting. Every shareholder or group of shareholders representing at least the twenty five percent (25%) of the capital stock of this company shall have the right to appoint an owner director and its corresponding alternate. EIGHTEENTH. The Sole Director or the owner and alternate directors shall not need to be shareholders. The alternate directors may only replace the owner director for which they were appointed. NINETEENTH. An ordinary shareholders' meeting or a Board of Directors meeting shall appoint a president and a secretary of the Board. The president shall need to be a member of the Board, the secretary shall not. TWENTIETH. The Sole Director, or if applicable the owner or alternate directors shall be in office indefinitely since no successors were appointed and these take position. In any case, the Sole Director or the owner and alternate directors may be reelected. TWENTY-FIRST. If the Board of Directors had not the quorum necessary to met pursuant to death, termination, resignation, legal incapacity or permanent impediment of one or more directors and their alternates, the examiner or examiners, by majority, shall appoint one or more successors, as the case may be, in order to carry out the position or positions vacant until the shareholders' meeting appoints a successor or successors if

applicable. TWENTY-SECOND. The Board of Directors may meet at any place within Mexico or abroad, or at the place legally mentioned, provided that the trip and hotel expenses of the owner and alternate directors, and the examiners, shall be borne by the company. The Board may meet as many times as its president deems necessary or convenient, the secretary or two (2) of the owner or alternate directors in office. Calls for Board meetings shall be delivered in writing to each of the owner and alternate directors, as well as to all the owner and alternate examiners, with at least five (5) days in advance to the date of such meeting, by telex or telefax if the addressee has its domicile abroad, to the last address which such directors and examiners have record with the secretary. The call shall contain the hour, date, place and agenda of the Board meeting. Any Board meeting may be validly held with no previous call if all the persons with the right to receive the call thereof were present, or if there was the quorum provided that each of the directors or examiners absent have signed a waiver to their right to receive such call. TWENTY-THIRD. The quorum in any Board of Directors meeting shall be enough when at least the majority of the owner directors or their corresponding alternates were present, and the resolutions of the Board of Directors shall only be valid as such were approved for at least the majority of the directors or their corresponding alternates present at the meeting. The president of the Board or the alternate thereof, or the person presiding the meetings, shall not have quality vote in the event of tie. The resolutions taken out of a Board of Directors meeting, by the owner or alternate members, shall have the same validity for all legal effects, as if taken in a meeting duly installed of the Board of Directors, only and if confirmed in writing. Any Board of Directors meeting shall be contained in a minutes which shall be transcribed in the corresponding minutes book and which shall be signed by at least the president and the secretary of the meeting, and the examiner. TWENTY-FOUR. The Board of Directors shall have the broadest authorities permitted by law to a general attorney-in-fact to enter into any kind of agreements, and to carry put any kind of acts and transactions which under law or provision hereof are not reserved to a shareholders' meeting, as well as to manage and conduct business of the company, to perform every and each of the corporate purposes thereof and to represent the company before any kind of judicial authorities (civil and criminal), labor or administrative, either federal, local or municipal, with the broadest power-of-attorney for lawsuits and collections, acts of administration and acts of domain, under the terms of the first three paragraphs of article 2554 of the Federal Civil Code and its correlative articles of the several

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civil codes for the states of Mexico, including such special authorities provided in articles 2574, 2582, 2587 and 2593 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico and articles 9 and 10 of the General Law of Credit Instruments and Transactions including but not limited to, the following: a) File and withdraw claims, present accusations, assist the Attorney General and grant judicial pardon to those guilty; b) file and withdraw from "amparo" trials and the incidents thereof; c) grant without limitations, or with such limitations which the Board deems convenient and to revoke all kind of general and/or special powers-of-attorney, including powers-of-attorney for acts of administration, acts of domain and lawsuits and collections; d) delegate any of its authorities in the person or persons, managers, officers, attorneys-in-fact or committees which the Board deems convenient. No member of the Board of Directors may individually or separately exercise the powers-of-attorney above mentioned, except for an express authorization of the Board of Directors or the shareholders' meeting. The Sole Director shall only have such authorities which are expressly granted by an ordinary shareholders' meeting - NINTH TITLE - SURVEILLANCE OF THE COMPANY AND EXTERNAL AUDIT - TWENTY FIVE. The surveillance of the company shall be provided by an examiner appointed by an ordinary shareholders' meeting, as well as the corresponding alternate. This may be or not a shareholder and shall have the rights and obligations under articles 166 and on of the General Law of Commercial Companies. The examiner shall be in office until his successor has been appointed and takes position. Any shareholder or group of shareholders representing at least the twenty five per cent (25%) of the capital stock of this company shall have the right to appoint an owner examiner and the corresponding alternate. TWENTY SIX. The Sole Administrator, an ordinary shareholders' meeting or the Board of Directors shall appoint the accountants which shall act as external auditors of the company and which shall prepare the information for the annual reports certifying the balance and loss and income statement for each fiscal year... TRANSITORY CLAUSES.- FIRST. This company has as of December 19, 2001 a capital stock of MX\$53,000.00, MX\$15,500.00 represented by 1,550 shares Series "A" with no par value representing the minimum or fixed capital stock and MX\$37,500.00 represented by 3,750 Series "B" with no par value representing the variable capital stock, totally paid as follows:

<u>Shareholders</u>	<u>Shares</u>		<u>Paid-in Capital</u>
	<u>Series "A"</u>	<u>Series "B"</u>	

Henkel Salgado, S.A. de C.V.	1,546	3,750	MX\$52,960.00
Inmobiliaria Tembo, S.A. de C.V.	4	---	MX\$40.00
Subtotal:	1,550	3,750	---
Total:	5,300		MX\$53,000.00

CLAUSES. SECOND.- The total amendment of the by-laws of "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION, which have been transcribed is hereby notarized. THIRD.- The acceptance of the resignation of Mr. MARIANO SALGADO ALVEAR, as owner member of the Board of Directors of "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION is hereby notarized. FOURTH.- The acceptance of the resignation of Mr. GUILLERMO MORENO ORTIZ, as Alternate Member of the Board of Directors of "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION is hereby notarized. QUINTA.- The acceptance of the resignation of Mr. CARLOS SEGURA SANCREZ, as Examiner of "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION is hereby notarized. SIXTH.- The appointment of the members of the Board of Directors of "INMOBILARIA REY", VARIABLE CAPITAL CORPORATION, in favor of the persons and positions provided below is hereby notarized:

John E. Knudson (President)
Jean Pierre de Montalivet
Egbert Bernsmeister Schwarz
Patricia Eugenia Espinosa Díaz
Alberto Sepúlveda de la Fuente (Secretary)

SEVENTH.- The appointment of Mr. GILBERTO ALFARO SERVIN and the appointment Mr. JAIME SANCHEZ-MEJORADA FERNANDEZ, as owner examiner and alternate examiner, respectively of "INMOBILIARIA REY", VARIABLE CAPITAL CORPORATION is hereby notarized".

MEXICO, FEDERAL DISTRICT, DECEMBER TWENTY TWO THOUSAND TWO.

I ATTEST.

JOSE VISOSO DEL VALLE, NOTARY PUBLIC NUMBER NINETY TWO FOR THE FEDERAL DISTRICT AND THE FEDERAL PATRIMONY ESTATE, CERTIFY:

THAT MR. ALBERTO SEPÚLVEDA DE LA FUENTE, EVIDENCES THE LEGAL EXISTENCE OF HIS PRINCIPAL "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, with the following documents:

a).- Copy of public deed number seventy two thousand twenty one, dated January nine nineteen ninety eight, granted by Mr. VICENTE LECHUGA MANTERNACH, Notary Public number Four for the City of Toluca, State of Mexico, which first testimony was recorded with the Public Registry of Property and Commerce of the Judicial District of Toluca, State of Mexico, in the first book, commerce section, under file number three hundred ninety three, volume thirty five, in one hundred forty three pages, dated February twenty nineteen ninety eight, which the appearing party hereby evidences, which provides the incorporation of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION with corporate domicile at the City of Toluca, State of Mexico, undefined term, minimum capital stock of FIFTY THOUSAND PESOS, MEXICAN CURRENCY with unlimited maximum, FOREIGNER EXCLUSION CLAUSE, which corporate purpose is provided in such public deed. I hereby transcribe a part of such public deed:

"... TRANSITORY CLAUSES... III.- The Company shall be directed by a SOLE DIRECTOR. Mr. SALVADOR FLORES LÓPEZ is hereby appointed to take such position as Public Accountant, who shall have the authorities provided in Clause Fifteenth hereof.- V.- Mr. CARLOS SEGURA SANCHEZ is hereby appointed as EXAMINER of the Company..."

b).- First testimony of public deed number seven thousand seven hundred seventy five, dated March twenty two thousand, granted by Mr. VICTOR ALFONSO VARELA PÉREZ, Notary Public number Twenty for the City of Toluca, State of Mexico, which first testimony is recorded with the Public Registry of Property of the District of Toluca, State of Mexico, volume thirty nine, first book, commerce section, under file number ninety four, folio four hundred thirty, dated April twenty seven two thousand, which the appearing party hereby evidences, which caused the formalization of the General Extraordinary Shareholders' Meeting Minutes of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, dated August thirty one nineteen ninety nine, which provides the capital stock increase in its variable portion in the amount of FIVE MILLION NINE THOUSAND NINETY-ONE PESOS, MEXICAN CURRENCY, which added to the minimum capital of FIFTY THOUSAND PESOS, MEXICAN CURRENCY, resulted in the amount of SIX MILLION FORTY THOUSAND ONE PESOS, MEXICAN CURRENCY.

c).- First testimony of public deed number seven thousand seven hundred seventy six, dated March twenty two thousand, granted by Mr. VICTOR ALFONSO VARELA PEREZ, Notary Public number Twenty for the City of Toluca, State of Mexico, which first testimony is recorded with the Public Registry of Commerce of the District of Toluca, State of Mexico, in the first book, commerce section, volume thirty nine, under file number sixty eight, in one page, dated April twenty four two thousand, which the appearing party hereby evidences, which caused the formalization of the General Extraordinary Shareholders' Meeting Minutes of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, dated January fourteen two thousand, which provides, among other things, the modification of the foreigners exclusion clause in the foreigners admission and as consequence the modification of clause second of the by-laws of the company; the acceptance of the resignation of Mr. SALVADOR FLORES LÓPERZ to his position as Sole Director, as well as the appointment of Mr. MARIANO SALGADO ALVEAR to take such positions. I hereby transcribe a part of such public deed:

"... In the City of Toluca, State of Mexico, on January 14, 2000 at 13:00 hours, at the corporate domicile of "INMOBILIARIA TEMBO", S.A. DE C.V., the shareholders of the company which names are provided in the attendance list below, met in order to held a general ordinary and extraordinary shareholders' meeting of the company. AGENDA.- GENERAL EXTRAORDINARY MEETING... II.- Resolution regarding the change of the foreigner exclusion clause to the foreigner admission clause, and if applicable, modification of clause second of the by-laws. GENERAL ORDINARY MEETING.- IV.- Resignation of the Sole Director of the Company.- V.- Appointment of sole director and granting of powers-of-attorney and authorities... The shareholders, except for such shareholders with an interest pursuant to the law, unanimously approved the matters contained in the agenda and after broad deliberation of all and each of such matters, resolved to adopt the following: RESOLUTIONS... II.- Resolution regarding the change of the foreigner exclusion clause to the foreigner admission clause, and if applicable, modification of clause second of the by-laws.- II.1.- It is hereby resolved to eliminate the foreigner exclusion clause and incorporate the foreigner admission clause, in order for the company to have in the future foreign investment allowing the full compliance of its corporate purpose.- II.2.- It is hereby resolved to amend clause second of the by-laws to provide the following terms: SECOND.- Any foreigner which, in the act of incorporation or in any moment after such act, acquires an interest or share in the company, shall be considered as Mexican, and shall not request the

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protection of its government, under penalty of, in the event of breach, lost of such interest or participation in benefit of Mexico.- ... IV.- RESIGNATION OF THE SOLE DIRECTOR OF THE COMPANY.- IV.1.- The secretary informed to the shareholders the resignation presented by Mr. Salvador Flores López, to his position as sole director of the company.- IV.2.- It is hereby resolved to approve the resignation of Mr. Salvador Flores López to his position as sole director of the company.- V.- APPOINTMENT OF SOLE DIRECTOR AND GRANTING OF POWERS-OF-ATTORNEY AND AUTHORITIES.- V.1.- Mr. Mariano Salgado Alvear is hereby appointed as sole director of the company, who shall have the authorities provided in Clause Fifteenth hereof... CLAUSES: FIRST.- The General Extraordinary and Ordinary Shareholders' Meeting Minutes of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, dated January fourteen two thousand, is hereby notarized for all legal purposes, and as consequence, all such resolutions adopted thereat are valid..."

d).- Public deed granted by me, number seventy four thousand seven hundred seventy nine, dated April eight two thousand two, which first testimony is pending to be recorded with the Public Registry of Commerce of the District of Toluca, State of Mexico, which caused the formalization of the General Extraordinary and Ordinary Shareholders' Meeting Minutes of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, dated December nineteen two thousand one, which provides, among other things, the total amendment of the by-laws, the acceptance of the resignation and appointment of members of the board of directors and examiners; the revocation and granting of powers-of-attorney and the appointment of external auditors. I hereby transcribe a part of such public deed:

"... "PUBLIC DEED OF INCORPORATION AND BY-LAWS OF INMOBILIARIA TEMBO, S.A. DE C.V. CLAUSES. FIRST TITLE. Organization. FIRST. This is a *Variable Capital Corporation* which shall be governed by this by-laws and, in what not provided herein by the General Law of Commercial Companies. SECOND TITLE. CORPORATE NAME, DOMICILE, TERM AND CORPORATE PURPOSE. SECOND. The company shall be named "INMOBILIARIA TEMBO", which shall always be followed by the words "*Variable Capital Corporation*" or its abbreviation "*S.A. de C.V.*" THIRD. The corporate domicile of the company shall be Mexico City, Federal District but the company through its shareholders' meeting or the Board of Directors, or the Sole Director, may establish manufacture plants, offices, warehouses, distribution and sales centers, agencies or branches of the company within Mexico or abroad, without changing its corporate domicile. FOURTH. The term of the company shall be undefined.

FIFTH. The corporate purpose of the company shall be the following: a) Commerce and industry in general, including but not limited to, the manufacture, industrialization, connection, acquisition, sale, import, export, use and distribution of any kind of merchandise and products, on its behalf or on behalf of someone else, within Mexico and abroad, specially chemical products, chemicals derived from oil and industrial products in general, including all kind of soap for consumer, domestic clean products and/or personal clean products, as well as complementary, auxiliary or similar products, with any restriction or limitation; b) Provide, receive, contract all kind of technical, administrative, operation, advising and surveillance services, including the provision of services of workers, executives, confident employees, administration personnel, technical and any other nature; c) Acquire, receive or provide advising, technical services and technical assistance, advising in industrial, commercial, finance, legal, fiscal, accounting, scientific investigation matters, operation and maintenance of industrial plants and administration in general; d) Acquire, encumber, lease, sublease or use in any manner and through any title the real property and real estate which were necessary for the performance of its corporate purposes; e) Have representations within Mexico or abroad, in the capacity as commissioner, agent, intermediary, or factor, legal representative or empowered of all kinds of companies or individuals; f) Register and use trademarks, commercial names, obtain and use patents, invention certificates, acquire or make use of industrial and intellectual property rights and copy rights, as well as to grant or receive licenses or authorizations for the use and exploitation of all kinds of industrial or intellectual property rights and copy rights; g) Celebrar convenios de cualquier naturaleza o denominación con cualquier persona con objeto de realizar los fines sociales de esta sociedad; g) Enter into agreements of any nature or kind with any person in order to perform the corporate purpose of this company; h) Obtain credits and proceeds in general for the performance of the corporate purpose of this company, without limitation regarding amounts, as well as to carry out credit transactions and to issue, grant, guarantee, underwrite, accept and endorse all kinds of credit instruments and other documents and indebtedness certificates, including obligations, either executives or not, which guarantee the payment of both capital and interests through mortgage, pledge, sale or assignment in trust of whole or part of the properties of the company, or grant personal guaranties; i) Obtain insurance and bonds and to grant any kind of real or personal guarantee to secure its obligations and third party obligations; and j) In general,

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carry out any other business or activity related with the above paragraphs, and to have and exercise the authorities granted by any applicable law to be in compliance with the corporate purpose of this company. THIRD TITLE. CAPITAL STOCK, SHARES AND SHAREHOLDERS. SIXTH. The capital of the company is variable. a) The capital stock in its fixed or minimum portion is MX\$50,000.00 divided into 50 nominative shares, Series "A", with no par value. b) The capital stock in its variable portion is unlimited and is represented by nominative shares, with no par value, and shall be shares Series "B". c) Any foreigner shareholder of the company shall comply with the obligations provided by the applicable law, its regulation and the general resolutions provided by the Foreigner Investments National Commission... SIXTH TITLE. FOREIGNER SHAREHOLDERS. THIRTEENTH. Any foreigner which, in the act of incorporation or in any moment after such act, acquires an interest or share in the company, shall be considered as Mexican, and shall not request the protection of its government, under penalty of, in the event of breach, lost of such interest or participation in benefit of Mexico. SEVENTH TITLE. SHAREHOLDERS' MEETING. FOURTEENTH. The shareholders' meeting is the head organism of the company and its resolutions shall be binding for all the shareholders, even for those not present. In any case, the shareholders which were not present shall have the rights granted by articles 201 and 206 of the General Law of Commercial Companies. FIFTEENTH. The shareholders' meetings shall be ordinary and extraordinary. a) Such meetings which were called to discuss any of the matters referred in articles 180 and 181 of the General Law of Commercial Companies, and those matters contained in the agenda, and which pursuant to law or this by-laws are not expressly reserved for an extraordinary shareholders' meetings shall be ordinary meetings. b) Such meetings which were called to discuss any of the following matters: 1. Dissolution of the company; 2. Increase or reduction of the minimum or fixed capital stock of the company; 3. Change of corporate purpose; 4. Change of nationality of the company; 5. Transformation of the company; 6. Mergers with other company, or split-off thereof; 7. Issuance of privileged shares; 8. Amortization by the company of its shares; 9. Issuance of bonds; 10. Any other modification of the by-laws, shall be extraordinary meetings. SIXTEENTH. The shareholders' meetings shall be subject to the following provisions: a) Except herein provided to the contrary, the shareholders' meetings may be held when the Sole Director deems necessary, or if applicable the Board of Directors, or as per request of the examiner, or the shareholder holding a number of shares which at least represents the 33% (thirty three percent) of the paid-in capital of the company, or by any shareholder in the events provided

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under article 185 of the General Law of Commercial Instruments. b) Ordinary meetings shall be held at least once a year within the first four months of each corporate year. c) All shareholders' meetings shall be held at the corporate domicile of the company, except for *force majeure*. d) The call for any meeting shall be made by the Sole Director, or if applicable by the Board of Directors or the examiner, or under provisions of articles 168, 184 and 185 of the General Law of Commercial Companies. e) The call shall be published in a Newspaper of those five of greater circulation in the corporate domicile of the company, or in the Official Federation Gazette, with at least fifteen (15) days in advance to the date of any meeting. f) The call shall contain, at least, date, hour and place of the meeting, as well as the agenda therefor, and shall be signed by the Sole Director, or if applicable by the secretary of the company, or by the individual appointed by the Board of Directors, or by the examiner, or if not, by a competent judge under the provisions of articles 168, 184 and 185 of the General Law of Commercial Companies. g) In addition to the publication of the call and except for the provisions of section h) below, the individuals which the company acknowledges as holders of shares as of the date of the call, as well as all the examiners and their alternates, shall be called for any meeting, in writing, with at least fifteen (15) days in advance to the date thereof, either by telex, telefax, or letter sent by certified air mail if the addressee is abroad, and by telex, telefax or letter sent by certified ordinary mail if the addressee has its domicile in Mexico, prepaid, to the last address which such shareholders and examiners owners and alternates have record with the office of the secretary of the company, as the case may be, provided that such foreign shareholders may record with the company a second address located within Mexico where an additional copy of the personal call shall be sent. h) Any meeting may be held with no need of previous call if the shareholders holding or representing the totality of the shareholders with voting rights in such company, were present or represented at the voting. i) All shareholders may be represented in any shareholder meeting through the individual appointed as attorney-in-fact in writing. The directors, managers and examiners may not act as attorneys-in-fact. j) Except for a judicial order to the contrary, the company shall only acknowledge as shareholders' those individuals or entities whose names were recorded in the shareholders registry book, and such recording shall be enough to allow the entrance of such individual to the meeting. k) All shareholders' meetings shall be presided by the Sole Director, or if applicable by the president of the Board of Directors, assisted by the secretary,

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and in the event of absence of any of them, the president or secretary, as the case may be, shall be the persons appointed by the meeting by majority. l) Before the commencement of the meeting, the person presiding shall appoint among the shareholders present or represented thereat one or more recount clerks to verify the number of those present at the meeting, the number of shares represented by them and the number of votes which each one of them has the right to issue. m) In order to consider an ordinary shareholders' meeting legally installed held under first call, shall be represented at least the majority of the shares issued by the company and outstanding. Under a second or other call it shall be enough the representation of any number of shares. n) In order to deem an extraordinary shareholders' meeting legally installed held under first call there shall be represented at least seventy five percent (75%) of all the shares issued and outstanding, and the fifty percent (50%) of all shares issued and outstanding shall be enough in the event of second or other call. o) Upon verification of the tally for the execution of the corresponding meeting, the person presiding shall declare the meeting to be legally installed and shall subject the items on the agenda to their consideration. p) All voting shall be economic unless those present representing at least a majority of all the shares issued and outstanding agree the vote to be secret. q) The shareholders have the right to issue a vote per each share in any ordinary and extraordinary shareholders' meeting. r) The validity of the resolutions adopted in any ordinary shareholders' meeting, held under first or other call, shall be subject to the affirmative vote of at least the majority of the total shares represented in the meeting. s) The validity of the resolutions adopted in an extraordinary shareholders' meeting, held under first or other call, shall be subject to the affirmative vote of at least the fifty per cent (50%) of all the shares issued and outstanding. t) The resolutions adopted by phone by the unanimous vote of all the shareholders representing the totality of the voting shares, out of a shareholders' meeting, shall have the same validity for all legal purposes as if taken in a general meeting, only and if were confirmed in writing. u) The secretary shall prepare the minutes of each shareholders' meeting, which shall be recorded in the corresponding minutes book and shall be signed, at least by the president and secretary in office. Likewise, the secretary of the meeting shall prepare a file which shall contain: i) the newspaper in which the call was published, if applicable; ii) the proxies presented or a part thereof certified by the recount clerk or recount clerks; iii) the reports and other documents presented in the meeting; and iv) a copy of the meeting minutes.

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In the event mentioned in paragraph t) above, the vote in writing of the shareholders shall be attached to such file; v) If for any reason a meeting legally called is not installed, such fact and its causes shall be evidenced in the minutes book, making a file pursuant to section u) above. EIGHTH TITLE. DIRECTION OF THE COMPANY. SEVENTEENTH. The company shall be directed by a Sole Director or, as resolved by an ordinary shareholders' meeting, by a Board of Directors formed by any number of owner and their respective alternate members appointed by an ordinary shareholders' meeting. Every shareholder or group of shareholders representing at least the twenty five percent (25%) of the capital stock of this company shall have the right to appoint an owner director and its corresponding alternate. EIGHTEENTH. The Sole Director or the owner and alternate directors shall not need to be shareholders. The alternate directors may only replace the owner director for which they were appointed. NINETEENTH. An ordinary shareholders' meeting or a Board of Directors meeting shall appoint a president and a secretary of the Board. The president shall need to be a member of the Board, the secretary shall not. TWENTIETH. The Sole Director, or if applicable the owner or alternate directors shall be in office indefinitely since no successors were appointed and these take position. In any case, the Sole Director or the owner and alternate directors may be reelected. TWENTY-FIRST. If the Board of Directors had not the quorum necessary to met pursuant to death, termination, resignation, legal incapacity or permanent impediment of one or more directors and their alternates, the examiner or examiners, by majority, shall appoint one or more successors, as the case may be, in order to carry out the position or positions vacant until the shareholders' meeting appoints a successor or successors if applicable. TWENTY-SECOND. The Board of Directors may meet at any place within Mexico or abroad, or at the place legally mentioned, provided that the trip and hotel expenses of the owner and alternate directors, and the examiners, shall be borne by the company. The Board may meet as many times as its president deems necessary or convenient, the secretary or two (2) of the owner or alternate directors in office. Calls for Boar meetings shall be delivered in writing to each of the owner and alternate directors, as well as to all the owner and alternate examiners, with at least five (5) days in advance to the date of such meeting, by telex or telefax if the addressee has its domicile abroad, to the last address which such directors and examiners have record with the secretary. The call shall contain the hour, date, place and agenda of the Board meeting. Any Board meeting may be validly held with no previous call if all the persons with the right to receive the call

thereof were present, or if there was the quorum provided that each of the directors or examiners absent have signed a waiver to their right to receive such call. TWENTY-THIRD. The quorum in any Board of Directors meeting shall be enough when at least the majority of the owner directors or their corresponding alternates were present, and the resolutions of the Board of Directors shall only be valid as such were approved for at least the majority of the directors or their corresponding alternates present at the meeting. The president of the Board or the alternate thereof, or the person presiding the meetings, shall not have quality vote in the event of tie. The resolutions taken out of a Board of Directors meeting, by the owner or alternate members, shall have the same validity for all legal effects, as if taken in a meeting duly installed of the Board of Directors, only and if confirmed in writing. Any Board of Directors meeting shall be contained in a minutes which shall be transcribed in the corresponding minutes book and which shall be signed by at least the president and the secretary of the meeting, and the examiner. TWENTY-FOUR. The Board of Directors shall have the broadest authorities permitted by law to a general attorney-in-fact to enter into any kind of agreements, and to carry put any kind of acts and transactions which under law or provision hereof are not reserved to a shareholders' meeting, as well as to manage and conduct business of the company, to perform every and each of the corporate purposes thereof and to represent the company before any kind of judicial authorities (civil and criminal), labor or administrative, either federal, local or municipal, with the broadest power-of-attorney for lawsuits and collections, acts of administration and acts of domain, under the terms of the first three paragraphs of article 2554 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico, including such special authorities provided in articles 2574, 2582, 2587 and 2593 of the Federal Civil Code and its correlative articles of the several civil codes for the states of Mexico and articles 9 and 10 of the General Law of Credit Instruments and Transactions including but not limited to, the following: a) File and withdraw claims, present accusations, assist the Attorney General and grant judicial pardon to those guilty; b) file and withdraw from "amparo" trials and the incidents thereof; c) grant without limitations, or with such limitations which the Board deems convenient and to revoke all kind of general and/or special powers-of-attorney, including powers-of-attorney for acts of administration, acts of domain and lawsuits and collections; d) delegate any of its authorities in the person or persons, managers, officers, attorneys-in-fact or committees which the Board deems convenient. No member of the Board of

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Directors may individually or separately exercise the powers-of-attorney above mentioned, except for an express authorization of the Board of Directors or the shareholders' meeting. The Sole Director shall only have such authorities which are expressly granted by an ordinary shareholders' meeting... NINTH TITLE - SURVEILLANCE OF THE COMPANY AND EXTERNAL AUDIT - TWENTY FIVE. The surveillance of the company shall be provided by an examiner appointed by an ordinary shareholders' meeting, as well as the corresponding alternate. This may be or not a shareholder and shall have the rights and obligations under articles 166 and on of the General Law of Commercial Companies. The examiner shall be in office until his successor has been appointed and takes position. Any shareholder or group of shareholders representing at least the twenty five per cent (25%) of the capital stock of this company shall have the right to appoint an owner examiner and the corresponding alternate. TWENTY SIX. The Sole Administrator, an ordinary shareholders' meeting or the Board of Directors shall appoint the accountants which shall act as external auditors of the company and which shall prepare the information for the annual reports certifying the balance and loss and income statement for each fiscal year. TENTH TITLE. GUARANTEES OF THE DIRECTORS, OFFICERS AND EXAMINERS. TWENTY SEVEN. The owner members and alternate members of the Board of Directors, officers, Sole Administrator, chief executive officer, general manager, special managers, examiners and alternate examiners, shall not need to guarantee the compliance of their obligations. CLAUSES. FIRST.- The General Extraordinary and Ordinary Shareholders' Meeting Minutes of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, held on December nineteen, two thousand one, which has been transcribed, is hereby notarized. SECOND.- The total amendment of the by-laws of "IMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, in order to provide the terms of the documents transcribed at the ending of the meeting minutes, copy which has been attached to the appendix hereof is hereby notarized. THIRD.- The acceptance of the resignation of Mr. MARIANO SALGADO ALVEAR and GUILLERMO MORENO ORTIZ to their positions as owner and alternate members of the Board of Directors of "INMOBILLARIA TEMBO", VARIABLE CAPITAL CORPORATION, respectively, is hereby notarized. FOURTH.- The acceptance of the resignation of Mr. CARLOS SEGURA SANCHEZ to his position as examiner of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION is hereby notarized. FIFTH.- The appointment of the members of the Board of Directors of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, in favor of the personas and with the positions provided below:

John E. Knudson (President)

Jean Pierre de Montalivet
Egbert Bernsmeister Schwarz
Patricia Eugenia Espinosa Díaz
Alberto Sepúlveda de la Fuente (Secretary)

SIXTH.- The appointment of Mr. GILBERTO ALFARO SERVIN as owner examiner and the appointment of Mr. JAIME SANCHEZ-MEJORADA FERNANDEZ as alternate examiner of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION is hereby notarized. SEVENTH.- The revocation of all powers-of-attorney granted before the date hereof, either directly or indirectly, through a shareholder's meeting, Board of Directors meetings and attorneys-in-fact of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, in favor of Mr. MARIANO SALGADO ALVEAR, specifically such powers-of-attorney granted by Mr. Victor Alfonso Varela Pérez, Notary Public number Twenty for the City of Toluca, State of Mexico, by means of public deed number eight thousand one hundred fifty eight, dated October twelve two thousand, which first testimony was recorded with the Public Registry of Commerce for the District of Toluca, State of Mexico, under file number one thousand fifty one, first book, Commerce Section, volume thirty nine, file six hundred ninety three, dated December five two thousand and by means of public deed number eight thousand seven hundred fifty seven, dated August two, two thousand one, granted by the Notary Public above mentioned, which first testimony was recorded with the Public Registry of Commerce for the District of Toluca, State of Mexico, folio eight hundred sixty eight, first book, Commerce Section, volume forty, file number five hundred eighty eight, dated August thirteen two thousand one, are hereby notarized. EIGHT.- Ms. IVONNE AGUILERA SUAREZ, as Special Delegate for the General Extraordinary and Ordinary Shareholders' Meeting of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, hereby causes the formalization of the powers-of-attorney granted by such company in favor of Messrs. EGBERT BERNSMEISTER SCHWARZ, PATRICIA EUGENIA ESPINOZA DÍAZ, EDUARDO MAXIMINO BARRAGAN VELAZQUEZ, JOSE CARLOS GERMAN GONZALEZ and ALBERTO SEPÚLVEDA DE LA FUENTE, to be exercised jointly or separately, under the terms and with the authorities provided in numbers one, three, four and five of resolution number eight of the minutes notarized. NINTH.- Ms. IVONNE AGUILERA SUAREZ, as Special Delegate for the General Extraordinary and Ordinary Shareholders' Meeting of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, hereby causes the formalization of the powers-of-attorney granted by such company in favor of Messrs. EGBERT BERNSMEISTER SCHWARZ and PATRICIA EUGENIA ESPINOZA DÍAZ, to be exercised jointly or separately, under the terms and with the authorities provided in numbers two to six of resolution number

eight of the minutes notarized. TENTH.- Ms. IVONNE AGUILERA SUAREZ, as Special Delegate for the General Extraordinary and Ordinary Shareholders' Meeting of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION, hereby causes the formalization of the powers-of-attorney granted by such company in favor of Mrs. CLAUDIA BERNAL CUIEL, to be exercised jointly or separately, under the terms and with the authorities provided in number seven of resolution number eight of the minutes notarized. ELEVENTH.- The appointment of "KPMG Cárdenas Dosal", *Sociedad Civil* as external auditor of "INMOBILIARIA TEMBO", VARIABLE CAPITAL CORPORATION is hereby notarized.."

MEXICO, FEDERAL DISTRICT, ON DECEMBER TWENTY TWO THOUSAND TWO.

I ATTEST.

THIS FIRST TESTIMONY, FIRST IN ORDER, OF INSTRUMENT NUMBER SEVENTY SIX THOUSAND THREE HUNDRED THIRTEEN, WHICH I HEREBY GRANT TO "HENKEL CAPITAL", VARIABLE CAPITAL CORPORATION, IN FIFTY SIX PAGES, PROOFED AND PROTECTED WITH KINEGRAMS WHICH DO NOT NECESSARILY KEEP ANY NUMERIC ORDER.

MEXICO, FEDERAL DISTRICT, ON DECEMBER TWENTY TWO THOUSAND TWO.

I ATTEST.

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