

MEMORANDUM OF ASSOCIATION OF THE COMPANY



THE COMPANIES ACT 1981
MEMORANDUM OF ASSOCIATION OF
COMPANY LIMITED BY SHARES
 (Section 7(1) and (2))
MEMORANDUM OF ASSOCIATION
OF

.....
 Helen of Troy Limited

 (hereinafter referred to as "the Company")

1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. We, the undersigned, namely,

NAME	ADDRESS	BERMUDIAN STATUS (Yes/No)	NATIONALITY	NUMBER OF SHARES SUBSCRIBED
John M. Sharpe	Clarendon House Church Street Hamilton HM 11 Bermuda	Yes	British	One
Nicholas B. Dill, Jr.	As above	Yes	British	One
Donald H. Malcolm	As above	No	British	One

do hereby respectively agree to take such number of shares of the Company as may be allotted to us respectively by the provisional directors of the Company, not exceeding the number of shares for which we have respectively subscribed, and to satisfy such calls as may be made by the directors, provisional directors or promoters of the Company in respect of the shares allotted to us respectively.

3. The Company is to be an exempted/~~local~~* Company as defined by the Companies Act 1981.
4. The Company has power to hold land situated in Bermuda not exceeding in all, including the following parcels—

Nil

~~5. The Company proposes/does not propose* to carry on business in Bermuda.~~

5. ~~6*~~ The authorised share capital of the Company is US\$12,000 divided into shares of US\$0.10 each. The minimum subscribed share capital of the Company is US\$12,000
6. ~~7*~~ The objects for which the Company is formed and incorporated are —
Please see schedule attached

**THE COMPANIES ACT 1981
MEMORANDUM OF ASSOCIATION OF
COMPANY LIMITED BY SHARES
(SECTION 6(1) AND (2))**

Helen of Troy Limited

Schedule to Form 2
Objects/Powers of the Company

6) Objects of the Company

1. to provide financing and financial services to any subsidiary, affiliate or holding company (as such expressions are defined in the Companies Act 1981) of the Company and in this connection to act as agent for any such company in the arranging of loans, advances and financing and the provision of security or collateral related thereto and in the repayment or refinancing of such arrangements and the realisation of such security including the enforcement of guarantees and indemnities and the collection of cheques, bills or notes on behalf of such companies;
2. to borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the company in any way and in particular by the issue of debentures, debenture stock, bonds, obligations, deposit notes and otherwise howsoever, whether perpetual or otherwise, charged upon all or any of the Company's property and to purchase, redeem or otherwise pay off such securities;
3. as set out in paragraphs (b) to (n) and (p) to (u) inclusive of the Second Schedule to the Companies Act 1981;

7) Powers of the Company

- 1) The Company shall, pursuant to Section 42 of the Companies Act 1981, have the power to issue preference shares which are, at the option of the holder, liable to be redeemed.
- 2) The Company shall, pursuant to Section 42A of the Companies Act 1981, have the power to purchase its own shares.

Signed by each subscriber in the presence of at least one witness attesting the signature thereof —

Fuller
M. B. Old
D. H. White

(Subscribers)

Key
Key
Key

(Witnesses)

SUBSCRIBED this 1st day of December 1993