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05-26-1998

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

1011 (exp. 4/94)



To the Honorable Commissioner of

100718759

attached original documents or copy thereof.

1. Name of conveying party(ies):

PRESTIGE FRAGRANCE & COSMETICS, INC.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 25, 1997

2. Name and address of receiving party(ies):

Name: THE COSMETIC CENTER, INC.

Internal Address:

Street Address: 8839 GREENWOOD PLACE

City: SAVAGE State: MARYLAND Zip: 20763

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, if domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No



4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,816,482 COLOURS & SCENTS

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Arch M. Ahern
 Internal Address: Revlon Law Department
 Street Address:
 625 Madison Avenue
 City: N.Y. State: NY Zip: 10022

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41):.....\$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

18-1075

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Alexandra Thiery
Name of Person Signing

Signature

Date

April 29, 1998

Total number of pages including cover sheet, attachments, and document:

7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, DC 20231 1729 FRAME: 0629

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PRESTIGE FRAGRANCE & COSMETICS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "THE COSMETIC CENTER, INC." UNDER THE NAME OF "THE COSMETIC CENTER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF APRIL, A.D. 1997, AT 9:22 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.




Edward J. Freel, Secretary of State

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971134082

AUTHENTICATION: 8436839
DATE: 04-25-97
TRADEMARK
REEL: 1729 FRAME: 0630

CERTIFICATE OF MERGER
MERGING
PRESTIGE FRAGRANCE & COSMETICS, INC.
INTO
THE COSMETIC CENTER, INC.

The undersigned corporation does hereby certify:

FIRST: That the names and states of incorporation of each of the constituent corporations to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
THE COSMETIC CENTER, INC.	Delaware
PRESTIGE FRAGRANCE & COSMETICS, INC.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware and, with respect to PRESTIGE FRAGRANCE & COSMETICS, INC., by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That THE COSMETIC CENTER, INC. Shall be the surviving corporation.

FOURTH: That the Restated Certificate of Incorporation of THE COSMETIC CENTER, INC. (the "Restated Certificate") shall be the certificate of incorporation of the surviving corporation, except that Article Fourth of the Restated Certificate shall be amended by deleting the present paragraph (a) in its entirety and substituting therefor a new paragraph (a) to read as follows and by adding a new paragraph (g) to read as follows:

(a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is fifty million (50,000,000) shares of common stock which shall be divided into classes, of which five million (5,000,000) shares with a par value of one cent (\$.01) per share shall be Class A Common Stock ("Class A Common Shares"), five million (5,000,000) shares with a par value of one cent (\$.01) per share shall be Class B Common Stock ("Class B Common Shares") and forty million (40,000,000) shares with a par value of one cent (\$.01) per share shall be Class C Common Stock ("Class C Common Shares").

* * *

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:28 AM 04/25/1997
 WILMINGTON, DELAWARE

REEL: 1729 FRAME: 0631

(g) Upon the conversion of the outstanding Class A Common Shares and Class B Common Shares into Class C Common Shares pursuant to the terms of the merger between the Corporation and Prestige Fragrance & Cosmetics, Inc., and notwithstanding any other provision of the restated certificate of incorporation of the Corporation, the Class C Common Shares shall have all the rights of common stock as provided in the Delaware General Corporation Law, including the right to vote on the election of directors and all other matter submitted to a vote of the holders of the Corporation's common stock. Each Class C Common Share shall have one vote per share.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. Said principal place of business is 8839 Greenwood Place, Savage, Maryland 20763.

SIXTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, THE COSMETIC CENTER, INC. has caused this Certificate of Merger to be executed this 25th day of April, 1997.

THE COSMETIC CENTER, INC.

By: 

Name: Mark S. Weinstein
Title: Chairman of the Board
of Directors

RECORDED: 04/29/1998

TRADEMARK
REEL: 1729 FRAME: 0632