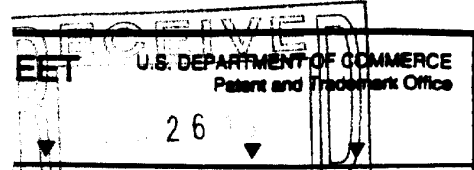


REC

05-28-1998



100720245

Tab settings

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

MRS 5/26/98

1. Name of conveying party(ies):  
Jafra Cosmetics International, Inc.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State (California)  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)  
 Name: Jafra Cosmetics International, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 2451 Townsgate Road  
 City: Westlake State: CA ZIP: 91361  
Village

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 Designations must be a separate document from assignment  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Expiration Date: April 30, 1998

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

A. Trademark Application No.(s)  
See attached

B. Trademark Registration No.(s)  
See attached

Additional numbers attached?  Yes  No

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

Name: Debevoise & Plimpton  
 Internal Address: Attn: Judith Church  
 \_\_\_\_\_  
 Street Address: 875 Third Ave.  
 \_\_\_\_\_  
 City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: ..... **30**

7. Total fee (37 CFR 3.41).....\$ 765

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
 \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

05/27/98 998 SMITH 00000004 2021127  
 01 FC: 481 40.00 DP  
 02 FC: 482 725.00 DP

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.*

George Divrasovic  
 Name of Person Signing

Signature

5/22/98  
 Date

Total number of pages including cover sheet, attachments, and document: **8**

US TRADEMARK REGISTRATIONS

U.S. Trademark	Registration No.	Registration Date
ADORISSE	2021127	03-DEC-96
BELLE CLASSIQUE	1760542	23-MAR-93
BIOLOGICALLY EFFECTIVE SKINCARE	1597042	22-MAY-90
EAU D'AROMES	1975243	21-MAY-96
FLEURS CLASSIQUE	1760541	23-MAR-93
JAFRA	1269604	13-MAR-84
JAFRA	677471	21-APR-59
JAFRA COSMETICS INTERNATIONAL	2046002	18-MAR-97
JAFRA INTIMA	1924696	03-OCT-95
JF9	2095901	09-SEP-97
OPTIMEYES	2111401	04-NOV-97
ORIENTAL CLASSIQUE	1790911	31-AUG-93
PRECIOUS PROTEIN	1632839	29-JAN-91
REDISCOVER	1918674	12-SEPT-95
RISQUE (STYLIZED)	1721032	29-SEPT-92
SOOTHING RETREAT	2111326	04-NOV-97
TIME PROTECTOR	1709095	18-AUG-92
TRANQUIL SEAS	2111327	04-NOV-97
WHITE SOUFFLE	1445817	07-JUL-87

US TRADEMARK APPLICATIONS

<u>U.S. Trademark</u>	<u>Application No.</u>	<u>Application Date</u>
ALWAYS COLOR	75/341106	14-AUG-97
CHOSEN	75/353720	14-AUG-97
CHOSEN	75/341107	14-AUG-97
EPIC	75/394175	21-NOV-97
FM (STYLIZED) FORCE MAGNETIQUE	74/340837	14-AUG-97
FOR ALL THE WOMEN YOU ARE	74/570240	06-SEP-94
FRESH AWAKENINGS	75/091861	22-APR-96
JOIE DE VIVRE	75/394165	21-NOV-97
LE MOIRE	75/259957	19-MAR-97
LE MOIRE	75/260053	19-MAR-97
TIME CORRECTOR	75/351422	14-AUG-97

State of Delaware  
Office of the Secretary of State

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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:

"JAFRA COSMETICS INTERNATIONAL, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "CDRJ ACQUISITION CORPORATION" UNDER THE NAME OF "JAFRA COSMETICS INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1998, AT 10:30 O'CLOCK A.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2877582 8100M

981181771

AUTHENTICATION:

9076351

DATE:

TRADEMARK 05-12-98

REEL: 1730 FRAME: 0032

**CERTIFICATE OF MERGER**

of

**JAFRA COSMETICS INTERNATIONAL, INC.,**  
a California corporation

into

**CDRJ ACQUISITION CORPORATION**  
a Delaware corporation

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
JAFRA COSMETICS INTERNATIONAL, INC.	California
CDRJ ACQUISITION CORPORATION	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 Section §252(c) of the General Corporation Law of the State of Delaware.

**THIRD:** That the surviving corporation of the merger is CDRJ ACQUISITION CORPORATION, and the Certificate of Incorporation of CDRJ ACQUISITION CORPORATION shall be the Certificate of Incorporation of the surviving corporation, provided that the Article FIRST thereof shall be amended as follows:

The name of the Corporation is Jafra Cosmetics International, Inc.

**FOURTH:** That in accordance with the agreement of merger, the merger shall become effective upon the filing of this certificate with the Delaware Secretary of State.

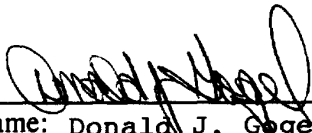
**FIFTH:** That the executed agreement of merger is on file at the California office of the surviving corporation. The address of such office of the surviving corporation is 2451 Townsgate Road, Westlake Village, California 91361.

**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 any constituent corporation.

**SEVENTH:** That the authorized capital stock of JAFRA COSMETICS INTERNATIONAL, INC. is 2,500 shares of common stock with a par value of \$10.00 per share.

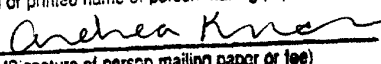
IN WITNESS WHEREOF, this Certificate has been subscribed this 30<sup>th</sup> day of April, 1998, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

CDRJ ACQUISITION CORPORATION

By   
Name: Donald J. Gogel  
Title: Vice President

"Express Mail" mailing label No. EI988885079US  
Date of Deposit May 22, 1998

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington D.C. 20231.

Andrea Knauer  
(Typed or printed name of person mailing paper or fee)  
  
(Signature of person mailing paper or fee)