

PTO 1594  
 (Rev. 1-93)  
 (OMB No. 0651-0011 (exp. 4/94))  
 To the Honorable Commission

07-14-1998



100763981

U.S. DEPARTMENT OF COMMERCE  
 Patent and Trademark Office

attached original documents or copy thereof.

1. Name of conveying party(ies):  
**PRESTIGE FRAGRANCE & COSMETICS, INC.**  
*NRD 6-26-98*

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

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

2. Name and address of receiving party(ies):  
 Name: **THE COSMETIC CENTER, INC.**  
 Internal Address:  
 Street Address: **8839 Greenwood Place**  
 City: **Savage** State: **New York** Zip: **20763**

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

Execution Date: **April 25, 1997**

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)  
**See Schedule B**

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: **New York** State: **New York** Zip: **10022**

6. Total number of application and registrations involved:  
**6**

7. Total fee (37 CFR 3.41): .....\$**165.00**

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)

07/13/1998 DC0ATES 00000222 181075 1336084  
 01 FC:481 40.00 CH  
 02 FC:482 125.00 CH

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 *Alexandra Thiery* Signature Date: *June 26, 1998*

Total number of pages including cover sheet, attachments, and document: **11**

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patents & Trademarks, Box Assignments  
 Washington, D.C. 20231

Merger of Prestige Fragrance & Cosmetics, Inc.  
into The Cosmetic Center, Inc.



**SCHEDULE "B"**  
**TRADEMARK REGISTRATIONS**

<b><u>Registration Number</u></b>	<b><u>Mark</u></b>
1,336,084	A BEAUTIFUL WAY TO SAVE
1,397,290	COURTNEY BROOKE CB AND DESIGN
1,487,350	WEAPON
1,498,090	THE COSMETIC CENTER
1,933,743	BINY BINY
2,009,327	COURTNEY BROOKE

State of Delaware  
Office of the Secretary of State PAGE 1

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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:

"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.



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

2093546 8100M  
971134082

AUTHENTICATION: 8436839  
DATE: 04-25-97

TRADEMARK  
REEL: 1758 FRAME: 0170

**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").

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STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 09:22 AM 04/25/1997  
 971134002 - 2093546

TRADEMARK

REEL: 1758 FRAME: 0171

(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



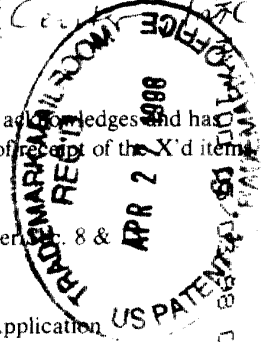
C1626-USA-5-541

Merge Prestige name  
Cosmetics, Inc into The  
Mark

Serial No. : Cosmetic  
Filing Date :  
Opposition No. :  
NEW YORK OFFICE

The Patent Office acknowledges and has stamped the date of receipt of the X'd item

- ( ) Affidavit under 8 &
- ( ) Amendment
- ( ) Response
- ( ) Trademark Application
- ( ) Notice of Opposition
- ( ) Renewal Application
- ( ) Request for Extension of Time
- ( ) Stipulation
- Other - Merge



RECEIVED  
MAY 5 1998  
ARCH M. AHERN

RECEIVED  
MAY 05 1998  
A. THIERY

Mailing Date Apr 127, 1998

**EXPRESS MAIL CERTIFICATE**

"EXPRESS MAIL" MAILING LABEL NUMBER L11 835952445 NS

DATE OF DEPOSIT June 26, 1998

TYPE OF DOCUMENT MERGER OF PRESTIGE FRAGRANCE & COSMETICS, INC.  
INTO THE COSMETIC CENTER, INC.

I hereby certify that this paper is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. 1.10 on the date indicated above, by being handed to a postal clerk or by being placed in the express mail box before the posted date of the last pick up, and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.

Charlene Saunders

(typed or printed name of person mailing paper)

Charlene Saunders

(signature of person mailing paper)

Date: June 26, 1998  
New York, New York



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Alexandra Thiery  
Legal Assistant  
Trademarks

June 26, 1998

**VIA EXPRESS MAIL**

Commissioner of Patents & Trademarks  
United States Patent & Trademark Office  
Washington, D.C. 20231

Attention: Ms. Margaret LaSalle  
Recordation Branch

Re: United States: Merger of Prestige Fragrance  
& Cosmetics, Inc. into The Cosmetic Center, Inc.  
Our File: 01626-USA-5-501

06/26/98

Dear Ms. LaSalle:

Following your correspondence dated June 11, 1998, we are re-submitting the merger documents in support of the merger of Prestige Fragrance & Cosmetics, Inc. into The Cosmetic Center, Inc. These documents, a total of 8 pages, as stated on the recordal cover sheet, were originally mailed to the Patent and Trademark Office/Recordation Division on April 27, 1998, via Express Mail. A copy of said merger documents and an original recordal cover sheet are forwarded herewith for appropriate action by the U.S. Patent and Trademark Office:

- 1) Copy of the Certificate of Merger, merging Prestige Fragrance & Cosmetics, Inc. into The Cosmetic Center, Inc.;
- 2) Recordation Form Cover Sheet with attached Schedule B;
- 3) Copy of Return Receipt Postcard dated April 27, 1998; and
- 4) Return Receipt Postcard.

We respectfully request to receive the original mailing date as the date of recordal, namely, April 27, 1998, as evidenced by the enclosed date-stamped return receipt post card.

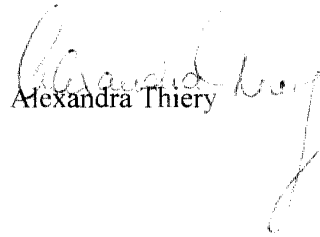


**United States Patent  
and Trademark Office**  
6/26/98  
Page 2

Please charge the recordation fee, and any other applicable fees to Deposit Account No. 18-1075 in the name of Revlon Consumer Products Corporation.

Should you have any questions regarding the above, please do not hesitate to contact us. Thank you very much for your kind attention to this matter.

Very truly yours,

  
Alexandra Thiery

Enclosures