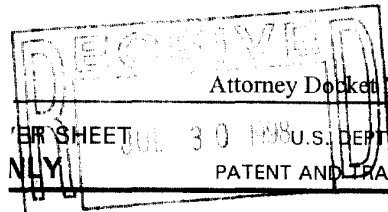


MRD 7-30-98

08-07-1998

Attorney Docket No. BEAU.34174

FORM PTO-1594



COVER SHEET JUL 30 1998 U.S. DEPT. OF COMMERCE
PATENT AND TRADEMARK OFFICE

To The Honorable Commissioner of Patents and Trademarks
100787696

and the attached original documents or copy thereof.

1. Name of conveying party(ies):
Beauty Warehouse, Inc.

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

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

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

Name: Beautyfirst, Inc.

Internal Address:

Street Address: 4727 S. Emporia, Suite 133

City: Wichita State: Kansas Zip: 67216

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation--State - Kansas
 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: February 9, 1998

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

A. Trademark Application No(s):

B. Trademark Registration No(s): 1,738,817

Additional numbers attached? Yes No

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

Name: Joan Optican Herman

Internal Address: Shook, Hardy & Bacon L.L.P.
One Kansas City Place

Street Address: 1200 Main Street

City: Kansas City

State: Missouri

Zip: 64105-2118

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 No.: 19-2112

(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.

Joan Optican Herman *Joan Optican Herman* 7/27/98

Name of person signing Signature Date

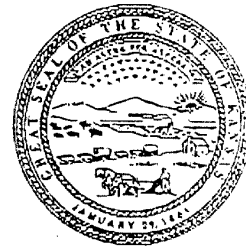
Total number of pages including cover sheet, attachments, and document: 4

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

08/04/1998 TDM11 00000047 1738817
01 FC:481 40.00 DP

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the State of Kansas, do hereby certify that the attached is a true and correct copy of an original on file and of record in this office.

IN TESTIMONY WHEREOF:

I hereto set my hand and cause to be affixed my official seal. Done at the City of Topeka, this day, February 25, 1998



A handwritten signature in cursive script that reads "Ron Thornburgh".

RON THORNBURGH
SECRETARY OF STATE

___ pages are attached to this certification.

**CERTIFICATE OF AMENDMENT
TO RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
BEAUTY WAREHOUSE, INC.**

I, Patrick C. Neville, President and Secretary of Beauty Warehouse, Inc., a Kansas corporation (the "Corporation"), do hereby certify that by unanimous written consent signed by all of the directors of the Corporation dated as of the 9th day of February, 1998, the Board of Directors of the Corporation approved and adopted the following amendment to the Corporation's Restated and Amended Articles of Incorporation and declared its advisability, to-wit:

RESOLUTION

BE IT RESOLVED, that the Restated and Amended Articles of Incorporation of the Corporation be amended as follows:

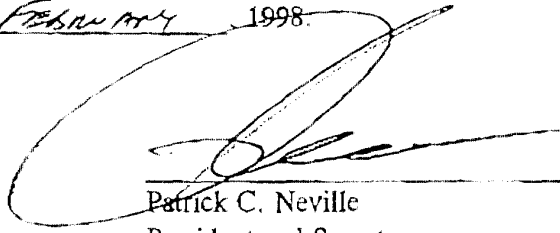
ARTICLE I is hereby amended to read in its entirety as follows:

"ARTICLE I: The name of the corporation is BEAUTYFIRST, Inc."

That thereafter pursuant to said Resolution and in accordance with the Bylaws and the laws of the State of Kansas, the directors submitted the foregoing amendment to the stockholders of the Corporation entitled to vote thereon, who, by waiver of written notice and unanimous written consent dated as of the 9th day of February, 1998, did unanimously approve said amendment.

That said amendment was duly adopted in accordance with the provisions of K.S.A. 17-6602, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this 9 day of FEBRUARY 1998.

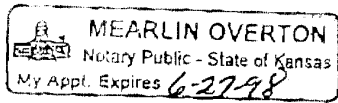


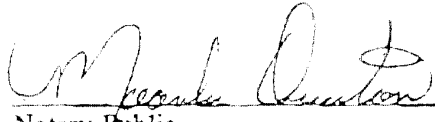
Patrick C. Neville
President and Secretary

STATE OF KANSAS)
) SS.
SEDGWICK COUNTY)

BE IT REMEMBERED, that before me, a Notary Public in and for the aforesaid county and state, personally appeared Patrick C. Neville, President and Secretary of Beauty Warehouse, Inc., a Kansas corporation, who is known to me to be the same person who executed the foregoing certificate and duly acknowledged his execution of the same this 9th day of FEBRUARY, 1998.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal at Wichita, Kansas, the day, month, and year last above written.





Notary Public

My Appointment Expires:

6-27-98