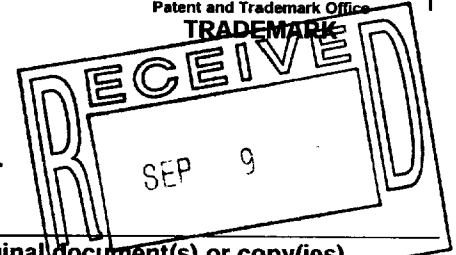


09-14-1998



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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

09/14/1998 SSMITH 00000055 75319384

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 475.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

REEL: 1785 FRAME: 0896

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

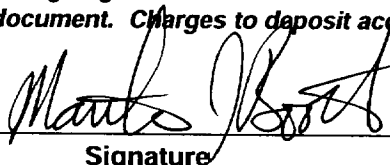
Yes No

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. Charges to deposit account are authorized, as indicated herein.

Matthew J. Booth, Reg. No. 35,454

Name of Person Signing



Signature

9-9-98

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/430,384	75/430,028	<input type="text"/>
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The State of Texas

Secretary of State

CERTIFICATE OF MERGER

THE WASHINGTON AROMATHERAPY OF ROME, INC. (A WASHINGTON NO PERMIT ENTITY)

**THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ATTACHED ARTICLES OF MERGER OF**

**THE AROMATHERAPY OF ROME, INC.
A TEXAS CORPORATION**

WITH

THE WASHINGTON AROMATHERAPY OF ROME, INC. (A WASHINGTON NO PERMIT ENTITY)

HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

**ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF MERGER.**

DATED JULY 30, 1998

EFFECTIVE JULY 30, 1998



A handwritten signature in black ink, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State

Received Time

Sep. 9. 3:19PM

Print Time

Sep. 9. 3:22PM

TRADEMARK

REEL: 1785 FRAME: 0899

ARTICLES OF MERGER

FILED
in the Office of the
Secretary of State of Texas
JUL 30 1998
Corporations Section

Pursuant to the provisions of the Washington Business Corporation Act, RCW 23B, and effective as of the 29 day of June, 1998, the undersigned corporations hereby submit the following Articles of Merger for filing for the purpose of merging **THE AROMATHERAPY OF ROME, INC.**, a Texas corporation, (the "Merged Company"), into **THE WASHINGTON AROMATHERAPY OF ROME, INC.**, a Washington corporation (the "Surviving Corporation").

ARTICLE I

The Plan of Merger of the Merged Company into the Surviving Corporation is attached as Exhibit A and incorporated by this reference as if fully set forth herein.

ARTICLE II

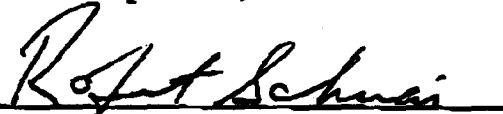
The merger was duly approved by all of the shareholders of the Merged Company. 1000 shares were outstanding and entitled to vote for the merger. Denise St. Clair-Estrada (501) and Robert Schwai (499) voted for the merger. The Plan of Merger was duly authorized by all action required by the laws under which the Surviving Corporation is incorporated and buy its constituent documents.


ARTICLE III

The Surviving Corporation agrees to assume all of the Texas Franchise Tax liabilities of the Merged Company.

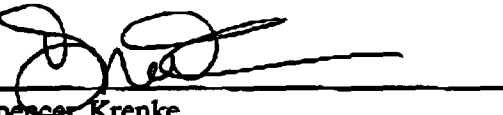
These Articles of Merger are dated this 29 day of June, 1998.

THE AROMATHERAPY OF ROME, INC.
(A Texas corporation)

By 
Robert Schwai
President

By 
Spencer Krenke
Secretary

**THE WASHINGTON AROMATHERAPY
OF ROME, INC.**
(A Washington corporation)

By 
Spencer Krenke
Chief Executive Officer

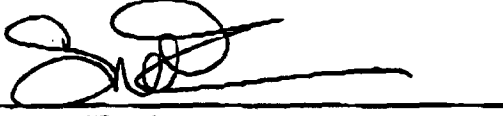
By 
Spencer Krenke
Secretary

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER, effective as of the 29 day of June, 1998, by and between The Aromatherapy of Rome, Inc. a Texas Corporation (the "Merged Company"), and The Washington Aromatherapy of Rome, Inc., a Washington corporation (the "Surviving Corporation").

RECITALS:

A. The Merged Company is a corporation organized and existing under the laws of the state of Texas.

B. The Surviving Corporation is a corporation organized and existing under the laws of the state of Washington.

C. The directors and shareholders of the Merged Company and the Board of Directors of the Surviving Corporation, respectively, deem it advisable for the Merged Company to merge with and into the Surviving Corporation. Pursuant to RCW 23B.11.030(7), the approval of the merger by the shareholders of the Surviving Corporation is not required.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the Merged Company and the Surviving Corporation hereby agree to the following Plan of Merger:

1. Names of Constituent Corporations. The Aromatherapy of Rome, Inc. will be merged with and into The Washington Aromatherapy of Rome, Inc. and The Washington Aromatherapy of Rome, Inc. will be the Surviving Corporation.

2. Terms and Conditions of Merger. Upon the effective date of the merger: the separate legal existence of the Merged Company shall cease; title to all property owned by the Merged Company or the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment; and the Surviving Corporation shall have all rights and

s2-567069.1

liabilities of the Merged Company and the Surviving Corporation. Any proceeding pending by or against the Merged Company or the Surviving Corporation may be continued as if such merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merged Company. The Merged Company and the Surviving Corporation intend this Merger to be a tax free corporate organization pursuant to Section 351 of the Internal Revenue Code.

3. Governing Law. The laws of the state of Washington shall govern the Surviving Corporation.

4. Name. The name of the Surviving Corporation shall be The Washington Aromatherapy of Rome, Inc.

5. Registered Office and Agent. The address of the registered office of the Surviving Corporation shall be Williams, Kastner & Gibbs, PLLC, 601 Union Street, Suite 4100, Seattle, Washington, 98101-2380. The registered agent shall be WKG, Inc.

6. Accounting. The assets and liabilities of the Merged Company and the Surviving Corporation as of the effective date of the merger shall be taken up on the books of the Surviving Corporation at the amounts at which they are carried at that time on the respective books of the Merged Company and Surviving Corporation.

7. Articles of Incorporation. The Articles of Incorporation of The Washington Aromatherapy of Rome, Inc., as of the effective date of the merger, shall constitute the Articles of Incorporation of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

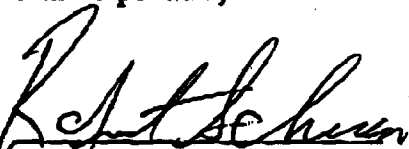
8. Bylaws. The Bylaws of The Washington Aromatherapy of Rome, Inc., as of the effective date of the merger, shall be the Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

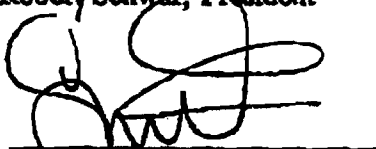
9. Directors. The directors of The Washington Aromatherapy of Rome, Inc. as of the effective date of the merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified.

10. Manner and Basis of Converting Shares. As of the effective date of the merger each outstanding share of the Merged Corporation shall be converted into one share of the Surviving Corporation. Each outstanding share of common stock of The Washington Aromatherapy of Rome, Inc. shall remain an outstanding share of common stock of the Surviving Corporation.

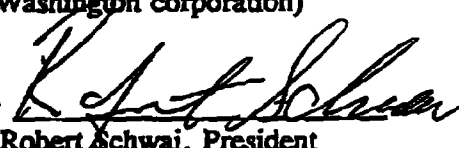
IN WITNESS WHEREOF, this Plan of Merger has been adopted by the undersigned corporations as of this 29 day of June, 1998.


THE AROMATHERAPY OF ROME, INC.
(a Texas corporation)

By: 
Robert Schwai, President

By: 
Spencer Krenke, Secretary

THE WASHINGTON AROMATHERAPY
OF ROME, INC.

(a Washington corporation)
By: 
Robert Schwai, President

By: 
Spencer Krenke, Secretary