

MWD 10-5-98

10-16-1998

FORM PTO-1594 (Rev. 6-93)

RECC



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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

100851468

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 PHILIP PELUSI INC.

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Articles of Merger-Domestic Business
 Corporation showing a merger of businesses

Execution Date: September 22, 1997

2. Name and address of receiving party(ies)
 Name: STUDIO OF ELEGANCE, INC.

Internal Address: _____
 Street Address: THE MAUL BUILDING
1700 E. CARSON STREET

City: Pittsburgh State: PA ZIP: 15203

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Pennsylvania
 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

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

A. Trademark Application No.(s)
75/125,496
75/276,822

B. Trademark Registration No.(s)

10/14/1998 SBURNS 00000015 022536 75125496 Additional numbers attached? Yes No

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

Name: Kirk D. Houser

Internal Address: Eckert Seamans Cherin & Mellott, LLC

Street Address: 600 Grant Street - 44th Floor

City: Pittsburgh State: PA ZIP: 15219

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-2556

(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.

Kirk D. Houser
 Name of Person Signing

Signature

October 2, 1998
 Date

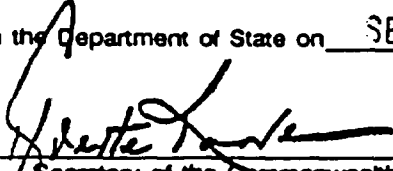
Reg. No. 37,357 Total number of pages including cover sheet, attachments, and document: 3

9774-155

Microfilm Number _____

Filed with the Department of State on SEP 22 1997

Entity Number 346149


Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Studio of Elegance, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the address of its current (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) The Maul Building, 1700 E. Carson Street, Pittsburgh, PA 15203 Allegheny
Number and Street City State Zip County

(b) _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the address of its current (a) registered office _____ Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The name and the address of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

- Philip Pelusi Inc. - The Maul Building, 1700 E. Carson St., Pittsburgh, PA 15203
- Pelusi Inc. - The Maul Building, 1700 E. Carson St., Pittsburgh, PA 15203
- A Cut Above The Rest Inc. - The Maul Building, 1700 E. Carson St., Pittsburgh, PA 15203
- Volumetrics Inc. - The Maul Building, 1700 E. Carson St., Pittsburgh, PA 15203
- Philip Pelusi Salons Inc. - The Maul Building, 1700 E. Carson St., Pittsburgh, PA 15203
- Philip Pelusi Inc. - The Maul Building, 1700 E. Carson St., Pittsburgh, PA 15203

PA DEPT. OF STATE

SEP 22 1997 PA DEPT. OF STATE

OCT 02 1997

PELUSI INC.,

By: HPelusi

TITLE: See Tress

A CUT ABOVE THE REST INC.,

By: HPelusi

TITLE: See Tress

VOLUMETRICS INC.,

By: HPelusi

TITLE: See Tress

PHILIP PELUSI SALONS INC.,

By: HPelusi

TITLE: See Tress

PHILIP PELUSI INC.

By: HPelusi

TITLE: See Tress