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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

100860447

A&G 76520.207001

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

1. Name of the conveying party(ies):

The Make-Up Group

- Individuals
- General Partnership
- Corporation-State of California
- Other: \_\_\_\_\_
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

*MAILED 10 23 1998*  
Stila Cosmetics, Inc.  
2801 Hyperion Avenue, Studio 102  
Los Angeles, California 90027

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: \_\_\_\_\_
- Merger
- Change of Name

Execution Date: May 23, 1997

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes  No  
(Designation must be separate from Assignment)

Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

75/278,544

B. Trademark Reg. No.(s)

2,024,328

Additional numbers attached?  Yes  No

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

Name: Jeanine M. Pisoni  
Address: Altheimer & Gray  
Suite 4000  
10 South Wacker Drive  
Chicago, IL 60606

6. Total number of applications and trademarks involved: **2**

- 7. Total fee (37 CFR 3.41): \$65.00
- Enclosed
- Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 011,156

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.

Jeanine M. Pisoni

Name of Person Signing

*Jeanine M. Pisoni*  
Signature

October 6, 1998

Date

Total number of pages including cover sheet, attachments, and document: 5

10/22/1998 DREGUTEN 00000098 2024328

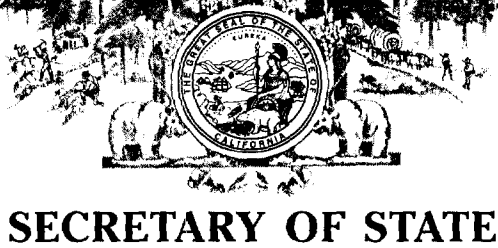
01 FC:481 40.00 OP  
02 FC:482 25.00 OP  
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Washington, D.C. 20231

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# State of California



## SECRETARY OF STATE

### CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

JUL 01 1998



*Bill Jones*

Secretary of State

# 1865485

A492553

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

THE MAKE-UP GROUP  
(a California corporation)

FILED *SP*  
in the office of the Secretary of State  
of the State of California

MAY 23 1997

To The Secretary of State  
State of California

*Bill Jones*  
BILL JONES, Secretary of State

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the corporation hereinafter named do hereby certify as follows:

1. The name of the corporation is THE MAKE-UP GROUP.
2. Article I of the corporation's Articles of Incorporation, which relates to the name of the corporation, is hereby amended so as to read as follows:

"I.

The name of the Corporation is Stila Cosmetics, Inc."

3. The amendment herein provided for has been approved by the corporation's Board of Directors.

CA BC D- CERTIF OF AMENDMENT-AFTER ISSUE 1/91-1

TRADEMARK  
REEL: 1803 FRAME: 0566

4. The amendment herein provided for was approved by the required written consent of the corporation's shareholders in accordance with the provisions of Section 902 of the General Corporation Law.

The corporation's total number of shares which were outstanding and entitled to vote or to furnish written consent with respect to the amendment herein provided for at the time of the approval thereof is 10,000, all of which are of one class.

The percentage vote of the number of the aforesaid outstanding shares which is required to vote or furnish written consent in favor of the amendment herein provided for is 100%.

The number of the aforesaid outstanding shares which voted or furnished a written consent in favor of the amendment herein provided for is 10,000, and said number equaled the percentage of the vote or written consent required to approve the said amendment.

Signed on May 16, 1997.

\_\_\_\_\_  
Maren Jensen, President

Jeanine Lobell  
\_\_\_\_\_  
Jeanine Lobell, Secretary

On this 16 day of May, 1997, in the City of Brooklyn in the State of New York, the undersigned does hereby declare under the penalty of perjury that she signed the foregoing Certificate of Amendment of Articles of Incorporation in the official capacity set forth beneath her signature, and that the statements set forth in said certificate are true of her own knowledge.

\_\_\_\_\_  
Maren Jensen, President

On this 16 day of May, 1997, in the City of Los Angeles in the State of California, the undersigned does hereby declare under the penalty of perjury that she signed the foregoing Certificate of Amendment of Articles of Incorporation in the official capacity set forth beneath her signature, and that the statements set forth in said certificate are true of her own knowledge.

Jeanine Lobell  
\_\_\_\_\_  
Jeanine Lobell, Secretary

CA BC D-CERTIF OF AMENDMENT-AFTER ISSUE 1/91-2


4. The amendment herein provided for was approved by the required written consent of the corporation's shareholders in accordance with the provisions of Section 902 of the General Corporation Law.

The corporation's total number of shares which were outstanding and entitled to vote or to furnish written consent with respect to the amendment herein provided for at the time of the approval thereof is 10,000, all of which are of one class.

The percentage vote of the number of the aforesaid outstanding shares which is required to vote or furnish written consent in favor of the amendment herein provided for is 100%.

The number of the aforesaid outstanding shares which voted or furnished a written consent in favor of the amendment herein provided for is 10,000, and said number equaled the percentage of the vote or written consent required to approve the said amendment.

Signed on May 16, 1997.

  
\_\_\_\_\_  
Maren Jensen, President

\_\_\_\_\_  
Jeanine Lobell, Secretary

On this 16 day of May, 1997, in the City of Brooklyn in the State of New York, the undersigned does hereby declare under the penalty of perjury that she signed the foregoing Certificate of Amendment of Articles of Incorporation in the official capacity set forth beneath her signature, and that the statements set forth in said certificate are true of her own knowledge.

  
\_\_\_\_\_  
Maren Jensen, President

On this 16 day of May, 1997, in the City of Los Angeles in the State of California, the undersigned does hereby declare under the penalty of perjury that she signed the foregoing Certificate of Amendment of Articles of Incorporation in the official capacity set forth beneath her signature, and that the statements set forth in said certificate are true of her own knowledge.

\_\_\_\_\_  
Jeanine Lobell, Secretary

CA BC D-CERTIF OF AMENDMENT-AFTER ISSU

