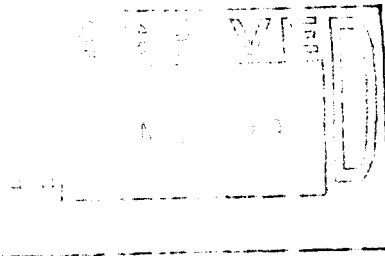


01-26-1999



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TRADEMARKS

1-25-99

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS

1. **Wilson Marketing Enterprises, Inc.** is a corporation duly organized under and existing by virtue of the laws of the State of New York, located and doing business at 515 Madison Avenue, New York, New York 10022, and this is the original corporate name

2. **Fran Wilson Creative Cosmetics, Inc.,** is a Corporation duly organized under and existing by virtue of the laws of the state of **New York**, located and doing business at 515 Madison Avenue, New York, New York 10022, and is the new corporate name.

3. The attached document constitutes a Certificate of Amendment to the Certificate of Incorporation to change the corporate name.

4. The attached document was executed on **10 April 1997.**

5. The following trademark registrations are involved:

<i>Trademark</i>	<i>Reg. No.</i>	<i>Reg. Date.</i>	<i>Serial No.</i>	<i>Filing Date</i>
Everyouth	891,065	12 May 1970	72/336,981	4 Sept 1969
Dab-Off	1,098,488	8 Aug 1978	73/142,195	22 Sept 1977
Libido	1,194,179	27 April 1982	73/253,583	11 Mar 1980
Luxury Liners	1,464,187	10 Nov 1987	73/654,438	10 April 1987
Cloud Tips	1,474,684	2 Feb 1988	73/654,435	10 April 1987
Flashy Lashes	1,477,306	25 Feb 1988	73/654,380	10 April 1987
Fran Wilson	1,481,277	22 March 1988	73/654,436	10 April 1987
Glitter Gloss	1,482,112	29 March 1988	73/654,383	10 April 1987

01/26/1999 SBURNS 00000183 891065

01 FC:481
02 FC:482

40.00 OP
550.00 OP

TRADEMARKS

Le Petit	1,547,864	18 July 1988	73/654,434	10 April 1987
Mood Matcher	1,593,729	1 May 1988	73/654,382	10 April 1990
Lip Line	1,771,445	18 May 1993	74/321,718	13 Oct 1992
Mood Essence	1,831,819	19 Apr 1994	74/321,717	13 Oct 1992
Mood Matcher	1,842,233	28 Jun 1994	74/297,670	27 Jul 1992
Everyouth	1,850,173	16 Aug 1994	74/244,832	10 Feb 1992
Fast Colors	1,886,861	4 Apr 1995	74/498,864	10 Mar 1994
Lip Whites	1,891,595	25 Apr 1995	74/431,725	3 Sep 1993
Massage My Feet	1,927,675	17 Oct 1995	74/561,072	15 Aug 1994
Sun Waves	1,981,726	18 Jun 1996	74/623,822	10 Jan 1995
Jellybeans	1,982,871	25 Jun 1996	74/481,553	24 Jan 1994
Evetees	2,013,907	5 Nov 1996	75/039,181	2 Jan 1996
Crazy Coffeez	2,076,513	1 Jul 1997	75/087,220	12 Apr 1996
In Defense of Youth	2,173,838	14 Jul 1998	75/211,908	12 Dec 1996
Frosties	2,191,411	22 Sep 1998	75/219,392	30 Dec 1996

6. All future correspondence concerning these identified trademark should be addressed to

Bruce E. Lilling
LILLING & LILLING P.C.
Westchester Financial Center
11 Martine Avenue
White Plains, New York 10606
914 - 684 - 0600
facsimile 914 - 684 - 0304

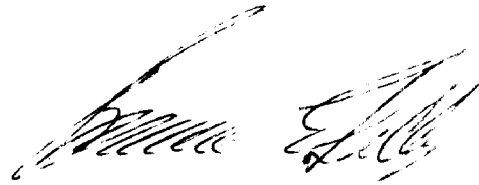
7. There are twenty-three (23)) registrations involved with this change of corporate name.

8. A check in the amount of **Five hundred ninety dollars (\$ 590.00)** is enclosed to cover the recording fee.

9. 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.

Respectfully submitted,

LILLING & LILLING P.C.



Bruce E. Lilling
(Reg. No 27,656)

Dated: January 20, 1999

Westchester Financial Center
11 Martine Avenue
White Plains, New York 10606
(914) 684-0600

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of FRAN WILSON CREATIVE COSMETICS, INC. was filed on 09/23/1981, under the name of WILSON MARKETING ENTERPRISES, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:


A Biennial Statement was filed 06/14/1995.

A Certificate of Amendment WILSON MARKETING ENTERPRISES, INC., changing name to FRAN WILSON CREATIVE COSMETICS, INC., was filed 04/10/1997.

The Corporation Biennial Statement is past due.

I further certify, that no other certificates have been filed by such corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of March
one thousand nine hundred and
ninety eight.*



Special Deputy Secretary of State

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