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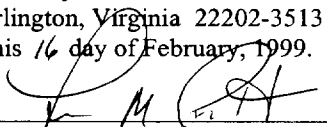
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This 16 day of February, 1999.

02-24-1999



100976824



Lisa M. Gigliotti

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS

Please record the attached original documents or copy thereof.

1. Name of Conveying Party:

Maybelline Cosmetics Corporation
Delaware Corporation

2. Name and Address of Receiving Party:

Cosmair Creative, Inc.
575 Fifth Avenue
New York, New York 10017
Delaware Corporation

3. Nature of Conveyance: Change of Name
Execution Date: January 29, 1999

4. Trademark Registration No.: 1,754,426

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

Lisa M. Gigliotti, Esq.
Cosmair, Inc.
575 Fifth Avenue
New York, New York, 10017

Total number of registrations involved: 1

02/23/1999 JSHADAZZ 00000082 033348 1754426

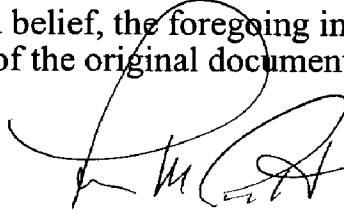
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**TRADEMARK
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Total Fee (37 CFR § 3.41): \$40 should be withdrawn from
Deposit Account Number 03-3348.

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.

Dated: *February 16, 1999.*

A handwritten signature in black ink, appearing to read 'Lisa M. Gigliotti', written in a cursive style.

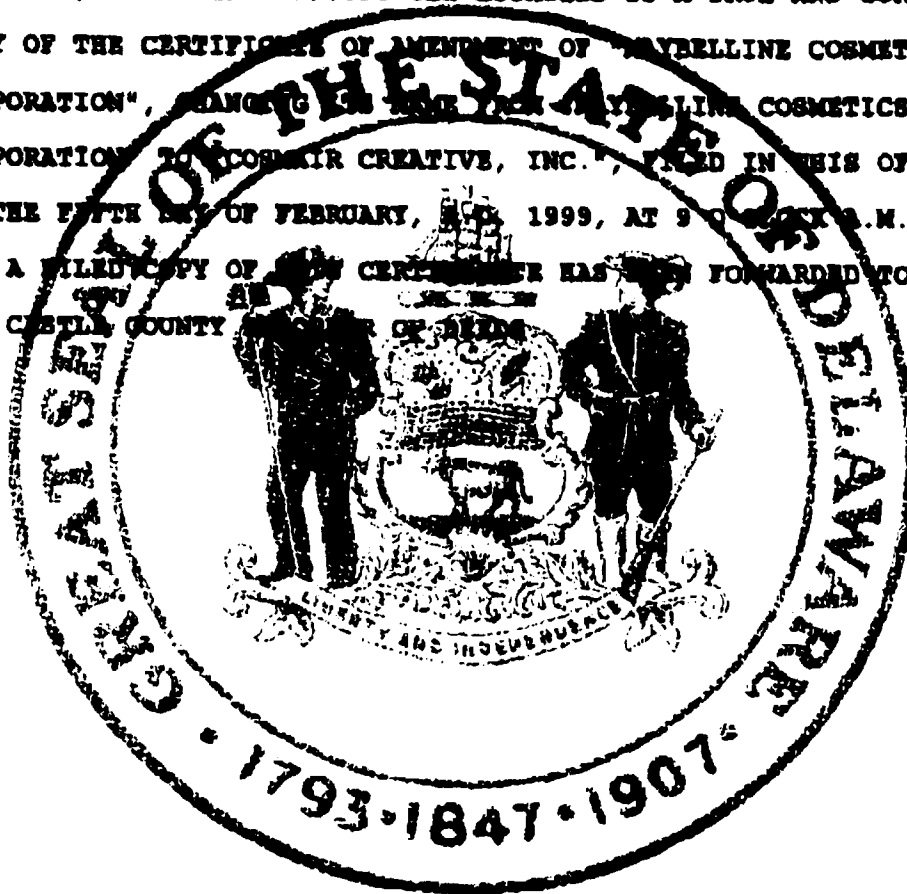
Lisa M. Gigliotti

Total: Two pages

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LYVELLINE COSMETICS CORPORATION", CHANGING ITS NAME FROM "LYVELLINE COSMETICS CORPORATION" TO "COSMOSKIR CREATIVE, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF FEBRUARY, 1999, AT 9:00 A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY CLERK OF RECORDS



Edward J. Freel
Edward J. Freel, Secretary of State

2318269 8100

991046938

AUTHENTICATION: 9561104
DATE: 02-05-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/05/1999
991046938 - 2318269

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MAYBELLINE COSMETICS CORPORATION

Maybelline Cosmetics Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST. That the Board of Directors of the Corporation, adopted the following resolution by unanimous written consent in accordance with Section 141(f) of the General Corporation Law of the State of Delaware:

"RESOLVED, that the Board of Directors hereby declares it advisable and in the best interests of the corporation that Article FIRST of the Certificate of Incorporation be amended to read as follows:

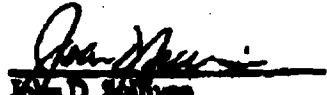
'FIRST: The name of this corporation shall be:

COSMAIR CREATIVE, INC."

SECOND. That the said amendment has been consented to and authorized by the sole stockholder of the Corporation by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by John D. Sullivan, Vice President, this 21st day of January, 1999.


John D. Sullivan
Vice President

SECRETARY OF STATE, DEPARTMENT OF STATE, DOVER, DELAWARE