

3-8-99



100984213

To the \_\_\_\_\_ as:  
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**Adrien Arpel, Inc.**  
 \_ Individual(s) \_ Association  
 \_ General Partnership  
 \_ Limited Partnership  
 Corporation - State of Delaware  
 \_ Other \_\_\_\_\_  
 Additional name(s) of conveying party(ies) attached? \_ Yes  No

2. Name: Arpel Cosmetics, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 720 Fifth Avenue  
 City: New York State: NY  
 Zip: 10019  
 \_ Individual(s) citizenship \_\_\_\_\_  
 \_ Association \_\_\_\_\_  
 \_ General Partnership \_\_\_\_\_  
 \_ Limited Partnership \_\_\_\_\_  
 Corporation - State Delaware  
 \_ 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 names(s) & address(es) attached? \_ Yes \_ No

3. Nature of conveyance:  
 \_ Assignment \_\_\_\_\_ Merger  
 \_ Security Agreement  
 Change of Name  
 \_ Other \_\_\_\_\_  
 Execution Date: July, 23 1998

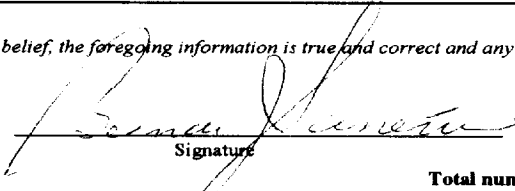
4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) 74/404,753 and one other  
 See attachment  
 B. Trademark registration No.(s)  
 Additional numbers attached?  Yes \_ No

5. Name and Address of party to whom correspondence concerning document should be mailed:  
 Name: **Belinda J. Scrimenti, Esq.**  
 Internal Address: **BAKER & HOSTETLER LLP**  
 Street Address: **1050 Connecticut Avenue, N.W.**  
**Suite 1100**  
**Washington, D.C. 20036**

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:  
02-0398  
 (Attach duplicate copy of this page if paying by deposit account)

03/10/1999 JSHABAZZ 00000124 74404753  
 01 FC:481 40.00 DP  
 02 FC:482 25.00 DP

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.  
Belinda J. Scrimenti, Esq.  
 Name of Person Signing  Signature 3/8/99 Date  
 Total number of pages comprising cover sheet: 4

SCHEDULE  
OF  
TRADEMARK APPLICATIONS

ADRIEN ARPEL

74/404,753

ADRIEN ARPEL

74/490,059

State of Delaware  
Office of the Secretary of State

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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 "ADRIEN ARPEL, INC.", CHANGING ITS NAME FROM "ADRIEN ARPEL, INC." TO "ARPEL COSMETICS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JULY, A.D. 1998, AT 10:37 O'CLOCK A.M.



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991018388

A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

AUTHENTICATION: 9524229

DATE: 01-15-99

TRADEMARK  
REEL: 1866 FRAME: 0396

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
ADRIEN ARPEL, INC.**

ADRIEN ARPEL, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

**FIRST:** That at upon action of the sole shareholder of ADRIEN ARPEL, INC. the Certificate of Incorporation of the corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware is amended by changing the Article thereof numbered "First" so that, as amended, such Article is amended to read as follows:

The name of the corporation is ARPEL COSMETICS, INC.

**SECOND.** That the capital of the corporation shall not be reduced under or by reason of the foregoing amendment.

IN WITNESS WHEREOF, ADRIEN ARPEL, INC. has caused this certificate to be signed by Barry W. Blank, its President, and Michael D. Ficke, its Secretary, on this 16th day of July, 1998.

Barry W. Blank  
Barry W. Blank, President

ATTEST: Michael D. Ficke  
Michael D. Ficke, Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:37 AM 07/23/1998  
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