

03-12-1999

Form PTO-1564
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Handwritten:
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100981393

To: 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)

B. Trademark registration No.(s) 1,619,339 and 16 others

See attachment

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: 17

7. Total fee (37 CFR 3.41)..... \$ 440.00

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)

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

Handwritten Signature
Signature

3/8/99
Date

Total number of pages comprising cover sheet: 4

03/10/1999 JSNABAZZ 00000128 1619339

01 FC:481 40.00 DP
02 FC:482 400.00 DP

**SCHEDULE
OF
TRADEMARK REGISTRATIONS**

AA	1,619,339
ADRIEN ARPEL	2,001,423
ADRIEN ARPEL	1,612,553
ADRIEN ARPEL & Face Design	1,928,025
ADRIEN ARPEL (stylized)	893,847
ADRIEN ARPEL SKINLASTIC LIFT	1,765,465
ADRIESSENCE	1,603,339
AROMAFLEUR	1,566,685
BIO-CELLULAR	969,772
Bottle Design	1,257,300
Bottle Design	1,348,832
EYELASTIC LIFT	1,559,493
Face Design	1,936,931
Face Design	1,926,009
Line Fill	1,516,063
MORNING AFTER	1,615,382
REAL SILK KALEIDOSCOPE BRIGHTENING FINISH	2,035,218

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 "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.



2179252 8100

991018388

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9524229

DATE: 01-15-99

TRADEMARK
REEL: 1876 FRAME: 0889

**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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