

05-05-1999

3 308 7031

PIO/STATUS BR.

6005



RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101028835

Tab settings

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

meo y 989-9

1. Name of conveying party(ies):

HAIR CLUB FOR MEN, LTD.

- Individual(s)
- General Partnership
- Corporation-State New York
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 17, 1998

2. Name and address of receiving party(ies)

Name: Hair Club for Men Ltd., Inc.

Internal Address: _____

Street Address: 1515 S. Federal Highway

City: Boca Raton State: FL ZIP: 33432

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Florida
- 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 name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/482555
75/587913

B. Trademark Registration No.(s)

See Attached Rider

Additional numbers attached? Yes No

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

Name: Vincent A. Balardi, Esq.

Internal Address: Morgenthau, Greenes, Goldfarb
& Aronauer, P.C.

05/04/1999 JSHBAZZ 00000210 75482555

01 FC:481 40.00 DP
02 FC:482 575 425.00 100
Street Address: 575 Washington Avenue

31st Floor

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41).....\$ 465

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

SUSAN TAPPLY-FOX
Name of Person Signing

Signature

4/15/99
Date

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

**RIDER TO
TRADEMARK REGISTRATION FORM
COVER SHEET**

Item 4B. Trademark Registration Nos.

1,123,852
1,317,389
1,145,319
1,573,996
1,903,844
2,137,505
1,667,060
1,728,703
1,830,003
1,982,707
1,982,708
2,056,220
2,053,511
2,116,107
2,043,632
2,213,938



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1998

CSC
JANICE VANDERSLICE
TALLAHASSEE, FL

Re: Document Number P98000037756

The Articles of Merger were filed November 17, 1998, for HCM MERGER CORP. which changed its name to HAIR CLUB FOR MEN, LTD., INC., the surviving Florida corporation.

Should you have any further questions concerning this matter, please feel free to call (850) 487-6050, the Amendment Filing Section.

Teresa Brown
Corporate Specialist
Division of Corporations

Letter Number: 698A00055508

ARTICLES OF MERGER
OF
HAIR CLUB FOR MEN, LTD., INC.
AND
HCM MERGER CORP.

FILED
98 NOV 17 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto as and made a part hereof is the Plan and Agreement of Merger for merging Hair Club for Men Ltd., Inc., a New York corporation, with and into HCM Merger Corp., a Florida corporation.

2. The merger of Hair Club for Men Ltd., Inc., with and into HCM Merger Corp. is permitted by the laws of the jurisdiction of organization of Hair Club for Men Ltd., Inc. and is in compliance with said laws. The date of adoption of the Plan and Agreement of Merger by the Board of Directors and shareholders of Hair Club for Men Ltd., Inc. was October 30, 1998.

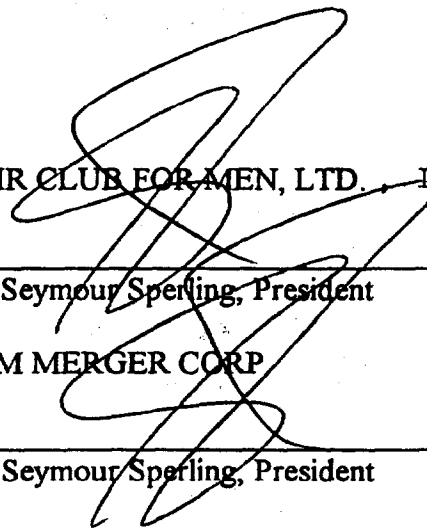
3. The Board of Directors of HCM Merger Corp. approved and adopted the aforesaid Plan and Agreement of Merger by written consent given on October 30, 1998 in accordance with the provisions of the Florida Business Corporation Act. The merger was adopted by the board of directors without shareholder action and shareholder action was not required. 4. Effective upon the effective time and date of the merger, the Articles of Incorporation of HCM Merger Corp., the surviving corporation, shall be amended to change the corporate name to Hair Club for Men, Ltd., Inc.

Executed on October 30, 1998

HAIR CLUB FOR MEN, LTD., INC.

By: 
Seymour Sperling, President

HCM MERGER CORP

By: 
Seymour Sperling, President

FAHAIRCLUBMINUTESHCM-MERG10-30-98.MER

TRADEMARK
REEL: 1892 FRAME: 0185

PLAN AND AGREEMENT OF MERGER of HAIR CLUB FOR MEN, LTD., Inc.

a New York corporation (sometimes referred to herein as "Hair Club") with and into HCM MERGER CORP., a Florida corporation (sometimes referred to herein as "HCM Merger").

WHEREAS, the Board of Directors and shareholders of Hair Club and the Board of Directors of HCM Merger deem it to be in the best interest of their respective corporations to authorize and effectuate the merger of Hair Club with and into HCM Merger on the terms and conditions set forth herein; and

WHEREAS, the Board of Directors and shareholders of Hair Club and the Board of Directors of Merger have each adopted and approved this Plan and Agreement of Merger and the merger contemplated hereby by unanimous written consents in lieu of special meeting both dated as of the 30th day of October, 1998.

NOW, THEREFORE, it is agreed as follows:

1. The name of each constituent corporation to the merger is **HAIR CLUB FOR MEN LTD., INC.**, a New York corporation, and **HCM MERGER CORP.**, a Florida corporation.

The name of the surviving corporation is **HCM MERGER CORP.**, a Florida corporation.

2. The number of outstanding shares of Hair Club, all of which are common shares, par value \$.01 per share, is Five Hundred Thousand (500,000), all of which are entitled to vote. There are no issued or outstanding shares of capital stock of HCM Merger.

3. The terms and conditions of the merger are as follows:

(a) Until altered, amended or repealed, as therein provided, the By-laws of HCM Merger as in effect immediately prior to the time the merger shall become effective, shall be the Bylaws of the surviving corporation.

(b) The Articles of Incorporation of HCM Merger as in effect immediately prior to the time the merger shall become effective, shall be the Articles of Incorporation of the surviving corporation, except that Article FIRST thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

"FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Hair Club for Men, Ltd., Inc."

and said Articles of Incorporation, as herein amended and changed, shall continue in full force and effect until further amended and changed in the manner prescribed by the Florida Business Corporation Act.

(c) All persons who immediately prior to the time the merger shall become effective are the officers and directors of Hair Club shall be and remain the like officers and directors of the surviving corporation to serve in accordance with the Bylaws of the surviving corporation and until their respective successors are elected and shall qualify.

(d) Each issued share of Hair Club shall, upon the effective date of the merger, be converted into one (1) share of HCM Merger, the surviving corporation. There are no issued shares of HCM Merger.

(e) When the merger shall become effective, the separate existence of Hair Club shall cease and said corporation shall be merged with and into HCM Merger, the surviving corporation, which shall continue to exist as said surviving corporation under the name Hair Club for Men, Ltd., Inc. pursuant to the provisions of the Florida Business Corporation Act. Such surviving corporation shall possess all of the assets, rights, privileges, powers and franchises

as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of each constituent corporation, and all and singular, the rights, privileges, powers and franchises of each constituent corporation, and all property, real, personal and mixed, and all debts due to each constituent corporation on whatever account, as well as all other things in action or belonging to each constituent corporation shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as affectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said constituent corporations shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of Hair Club shall thenceforth attach to the said surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(f) The surviving corporation shall pay all expenses of effectuating the merger pursuant to this Plan and Agreement of Merger.

4. The officers and directors of each constituent corporation are empowered and directed to do and perform all such things and acts as they shall deem necessary or

appropriate to effectuate the merger, their determination being conclusively evidenced by the doing and performing of such things and acts.

IN WITNESS WHEREOF, the undersigned have executed this document on the 30th day of October, 1998.

HAIR CLUB FOR MEN, LTD., INC.

By: 

Seymour Sperling, President

HCM MERGER CORP.

By: 

Seymour Sperling, President

F:\HAIRCLUB\MINUTES\HCM-MERG\10-30-98.PLN