

# TRADEMARK & PATENT COUNSELORS OF AMERICA, P.C.

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June 3, 1999

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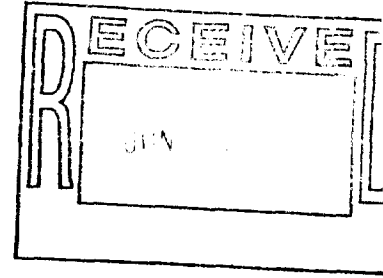
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ADEMARKS



Commissioner of Patents and Trademarks  
Washington, D.C. 20231

Attn: BOX ASSIGNMENT

Re: Recordal of Assignment of Trademark  
Assignor: LA PARFUMERIE, INC.  
Assignee: LPI COSMETICS, INC.  
Trademark: **YOUTH-LIFT**  
Reg. No.: 1,897,255  
Our Ref.: 300.044

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

LA PARFUMERIE, INC., a corporation organized and existing under the laws of the State of Delaware.

2. Name and address of receiving party(ies):

LPI COSMETICS, INC., a corporation organized and existing under the laws of the State of Delaware, located and having a place of business at 555 Fifth Avenue, New York, New York 10017.

3. Nature of conveyance:

Change of Name

Date of execution: May 15, 1998

4. Trademark Application/Registration Number:

Reg. No. 1,897,255 **YOUTH-LIFT**

Express Mail™ mailing label number EL044834615 US  
Date of Deposit 6/3/99

I hereby certify that this paper or fee is being deposited with the United Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 110 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231

Julio Simmons  
*Julio Simmons*  
(Signature of person mailing paper or fee)

06/09/1999 MTHAI1 00000087 1897255

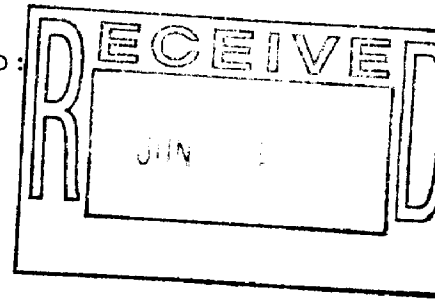
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TRADEMARK  
REEL: 001910 FRAME: 0608

5. Please address all correspondence in this matter to:

Mark I. Peroff  
Trademark & Patent Counselors of America, P.C.  
915 Broadway - 19th Floor  
New York, New York 10010  
(212) 387-0247



6. Total number of applications and registrations involved: one

7. Total fee enclosed: \$40.00.

8. Also enclosed is a Certificate of Express Mail, label number EL 044839615 US, and an acknowledgment postcard.

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.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark I. Peroff". The signature is fluid and cursive, written over the typed name.

Mark I. Peroff

MIP:bc  
Enclosures

Total number of pages comprising cover sheet: 2

State of Delaware  
Office of the Secretary of State PAGE 1

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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 "LA PARFUMERIE, INC.", CHANGING ITS NAME FROM "LA PARFUMERIE, INC." TO "LPI COSMETICS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF JUNE, A.D. 1998, AT 3:45 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2010815 8100

981382408

AUTHENTICATION:

9335080

DATE:

10-02-98

TRADEMARK

REEL: 001910 FRAME: 0610

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:45 PM 06/10/1998  
981224822 - 2010815

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
LA PARFUMERIE, INC.

The undersigned, being the President and Secretary of La Parfumerie, Inc., a Delaware corporation (the "Corporation"), acting pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "GCL"), does hereby certify as follows:

WHEREAS, the original Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware on June 10, 1983;

WHEREAS, pursuant to an unanimous written consent of the board of directors of the Corporation in accordance with Section 141(f) of the GCL, resolutions were duly adopted declaring it advisable to change the Corporation's name to LPI Cosmetics, Inc. (the "Amendment") and directing that the Amendment be submitted to the stockholders of the Corporation for their consideration and consent;

WHEREAS, a majority of the outstanding shares of each class of the Corporation's capital stock entitled to vote thereon consented to the adoption of the Amendment in accordance with Section 242 of the GCL; and

WHEREAS, in accordance with Section 228(d) of the GCL, the Corporation delivered prompt notice of the taking of corporate action without a meeting by less than unanimous written consent to those stockholders who did not consent to the adoption of the Amendment.

NOW, THEREFORE, to effect the Amendment, the Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST of said Certificate of Incorporation in its entirety, and by substituting in lieu thereof a new Article FIRST to read as follows:

"FIRST: The name of the Corporation is LPI Cosmetics, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Certificate of Incorporation to be signed by Francesco Borghese, its President, and attested to by Thomas M. Vitale, its Secretary, this 15th day of May, 1998.

By: /s/ Francesco Borghese  
Title: President

ATTEST:

By: /s/ Thomas M. Vitale  
Title: Secretary

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LPI COSMETICS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

2010815 8300

981382243



*Edward J. Freel*

9334821

10-02-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

S C H E D U L E

Trademark

Registration No.

Reg. Date

**YOUTH-LIFT**

1,897,255

June 6, 1995

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