

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="607155"/>	<input type="text" value="733923"/>	<input type="text" value="824590"/>
<input type="text" value="1160559"/>	<input type="text" value="1249475"/>	<input type="text" value="1356112"/>
<input type="text" value="2134361"/>	<input type="text" value="1385676"/>	<input type="text" value="1673954"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Schuylla M. Goodson

Name of Person Signing

Signature

Date Signed

11/30/99

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

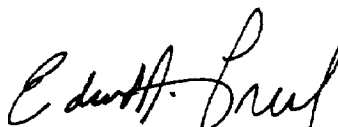
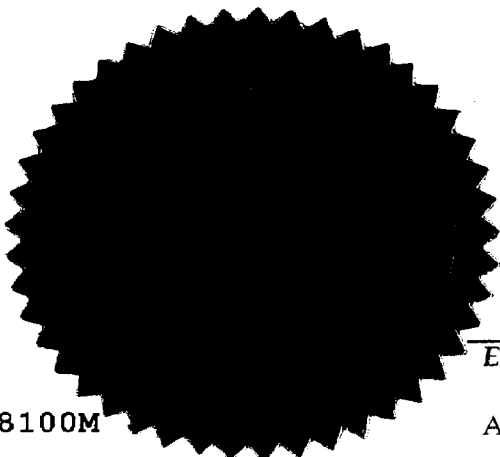
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State of Delaware
Office of the Secretary of State PAGE 1

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 MERGER, WHICH MERGES:

"JOHNSON PRODUCTS CO., INC.", A FLORIDA CORPORATION,
WITH AND INTO "CARSON PRODUCTS COMPANY" UNDER THE NAME OF "CARSON PRODUCTS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MAY, A.D. 1999, AT 10 O'CLOCK A.M.



Edward J. Freel, Secretary of State

2225320 8100M

AUTHENTICATION: 9973348

991358903

DATE: 09-17-99

TRADEMARK
REEL: 001997 FRAME: 0859

**CERTIFICATE OF MERGER OF
JOHNSON PRODUCTS CO., INC.
WITH AND INTO
CARSON PRODUCTS COMPANY**

The undersigned **DO HEREBY CERTIFY:**

FIRST: That the name and jurisdiction of formation or organization of each of the constituent entities which are to merge are as follows:

<u>Name</u>	<u>State of Domicile and Jurisdiction of Incorporation or Formation</u>
JOHNSON PRODUCTS CO., INC.	Florida
CARSON PRODUCTS COMPANY	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by the requisite action of each of the constituent entities and their Shareholders in accordance with Title 8, Section 252 of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation is **CARSON PRODUCTS COMPANY** (the "Surviving Company").

FOURTH: That the Merger shall become effective upon the filing hereof with each of the Secretaries of State of the States of Delaware and Florida.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the Surviving Company, the address of which is 64 Ross Road, Savannah, Georgia 31405.

SIXTH: That a copy of the Agreement of Merger will be furnished by the Surviving Company, on request and without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, the undersigned, through their duly authorized officers,
have executed this Certificate of Merger as of the 1st day of April,
1999.

JOHNSON PRODUCTS CO., INC.

By: Robert W. Pierce
Robert W. Pierce, CFO and Corporate Secretary

CARSON PRODUCTS COMPANY

By: Robert W. Pierce
Robert W. Pierce, CFO and Corporate Secretary