

05-26-2000

5-11-00



101368275  
REGISTRATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

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)

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

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 Assignment.)

- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

05/25/2000 JSHABAZZ 00000047 75753993

01 FC:481  
02 FC:482

40.00 OP  
75.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002079 FRAME: 0432

**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)**

**Registration Number(s)**

**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:

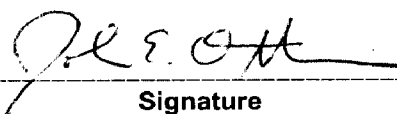
Yes

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.

John E. Ottaviani



5-8-2000

Name of Person Signing

Signature

Date Signed



MAY-04-2000 14:00

FROM-DONAHUE ERNST & YOUNG

+416-943-2735

T-584 P.008/018 F-410

2.

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 178 (4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 178 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

Check A or B Cocher A ou B

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitués de

KAE-TECH INC.

and are more particularly set out in these articles,

et sont énoncés textuellement aux présents statuts.

Table with 3 columns: Names of amalgamating corporations, Ontario Corporation Number, Date of Adoption/Approval. Rows include KAE-TECH INC. and FIRST LADY COIFFURES LTD.

MAY-04-2000 16:00

FROM: MONTREAL ERNST & YOUNG

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6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.*

3.

Nil

7. The classes and any maximum number of shares that the corporation is authorized to issue:

*Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:*

an unlimited number of common shares without par value

MAY-04-2000 14:10

FROM-DONAHUE ERNST &amp; YOUNG

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8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which is to be issued in series:

*Droits, privilèges, restrictions et conditions, s'il y a lieu, attachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:*

(a) Payment of Dividends: The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the common shares, the board of directors may, in their sole discretion, declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such distribution in priority to the common shares, be entitled to participate rateably in any distribution of the assets of the Corporation.

(c) Voting Rights: The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one (1) vote at all such meetings in respect of each common share held.

MAY-04-2000 14:10

FROM-DONALD ERNST &amp; YOUNG

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9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

*L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:*

Subject to any unanimous shareholders agreement existing from time to time, and any amendments thereto, the right to transfer any share or shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without either:

- (a) the consent of the directors of the Corporation, expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by all of the directors; or
- (b) the consent of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances, expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by all such shareholders.

10. Other provisions, if any, are:

*Autres dispositions, s'il y a lieu:*

1. The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
2. That any invitation to the public to subscribe for securities of the Corporation is prohibited.
3. The directors of the Corporation may, without authorization of the shareholders:
  - (a) borrow money upon the credit of the Corporation;
  - (b) issue, reissue, sell or pledge debt obligations of the Corporation;
  - (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

The words "debt obligation" and "security interest" as used in this paragraph shall have the meanings provided in subsection 1(1) of the *Business Corporations Act* (Ontario).

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".

*Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe "A".*

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

*Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".*

FORM 4 (S.C.A.)  
CANADIAN INC. (10/86)

MAY-04-2000 14:10

FROM-DONAHUE ERNST & YOUNG

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S(1)

These articles are signed in duplicate.

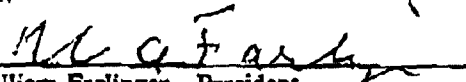
*Les présents statuts sont signés en double 6 exemplaire.*

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

*Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.*


**KAE-TECH INC.**

Per:

  
William Farlinger - President

**FIRST LADY COIFFURES LTD.**

Per:

  
Leslie E. Martin - President

Ernst & Young  
Canada Inc. (NYSE)



MAY-04-2000 14:10

FROM-DONAHUE ERNST &amp; YOUNG

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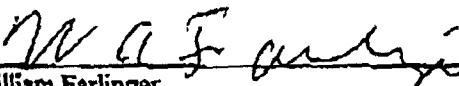
SCHEDULE "A"

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT  
AND IN THE MATTER OF THE PROPOSED AMALGAMATION OF  
KAE-TECH INC. AND FIRST LADY COIFFURES LTD.

I, William Farlinger, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 177(1) of the *Business Corporations Act* (the "Act"). I am the sole director, President, Secretary and Treasurer of Kae-Tech Inc. (the "Corporation"), and as such have personal knowledge of the following matters:

1. There are reasonable grounds for believing that the Corporation is, and the amalgamated corporation resulting from the amalgamation of the Corporation and First Lady Coiffures Ltd. will be, able to pay its liabilities as they become due and that the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
2. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
3. No creditors have notified the Corporation that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application.
4. Since the Corporation has received no notices pursuant to clause (c) of subsection 178(2) of the Act, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED the 4<sup>th</sup> day of May, 2000.

  
\_\_\_\_\_  
William Farlinger  
President, Secretary and Treasurer  
Kae-Tech Inc.

SCHEDULE "A"

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT  
AND IN THE MATTER OF THE PROPOSED AMALGAMATION OF  
KAE-TECH INC. AND FIRST LADY COIFFURES LTD.

I, Leslie E. Martin, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 177(1) of the *Business Corporations Act* (the "Act"). I am the President of First Lady Coiffures Ltd. (the "Corporation"), and as such have personal knowledge of the following matters:

1. There are reasonable grounds for believing that the Corporation is, and the amalgamated corporation resulting from the amalgamation of the Corporation and Kae-Tech Inc. will be, able to pay its liabilities as they become due and that the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
2. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
3. No creditors have notified the Corporation that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application.
4. Since the Corporation has received no notices pursuant to clause (c) of subsection 178(2) of the Act, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED the 4<sup>th</sup> day of May, 2000.

  
\_\_\_\_\_  
Leslie E. Martin  
President

MAY-04-2000 14:11

FROM-DONAHUE ERNST &amp; YOUNG

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T-584 P.010/013 F-410

**CERTIFIED RESOLUTION OF THE SOLE DIRECTOR OF  
KAE-TECH INC. (the "Corporation")**

**Amalgamation with First Lady Coiffures Ltd.**

"WHEREAS it has been proposed that the Corporation amalgamate with First Lady Coiffures Ltd. ("FLC"), a corporation continued under the laws of the Province of Ontario, on the terms and conditions set out in the amalgamation agreement (the "Agreement") substantially in the form of the draft amalgamation agreement (the "Draft Agreement") reviewed by the director;

AND WHEREAS FLC is the wholly-owned subsidiary of the Corporation;

AND WHEREAS the sole director of the Corporation considers it in the best interests of the Corporation to so amalgamate with FLC;

**NOW THEREFORE BE IT RESOLVED THAT:**

1. the amalgamation of the Corporation and FLC pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) be and is hereby approved;
2. the entering into of the Agreement by the Corporation, substantially on the terms and subject to the conditions set out in the Draft Agreement, be and the same is hereby approved and authorized, and the execution of the Agreement by any officer or director of the Corporation for and in the name of and on behalf of the Corporation, with such amendments or variations thereto as such officer or director may approve, and the delivery and performance thereof for and in the name of and on behalf of the Corporation, be and the same are hereby approved and authorized, and such approval by such officer or director of such amendments or variations to be conclusively deemed to be proved by the execution and delivery of the Agreement;
3. all the shares of FLC shall be cancelled without any repayment of capital in respect thereof upon the articles of amalgamation hereinafter referred to becoming effective;
4. the articles of amalgamation shall be the same as the articles of the Corporation;
5. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
7. any director or officer of the Corporation is hereby authorized and directed to execute articles of amalgamation on behalf of the Corporation and deliver same to the Director under the *Business Corporations Act* (Ontario) and to execute all other documents and to do all things necessary or advisable in connection with the amalgamation of the Corporation and FLC."

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FAX NO.

P. 13

MAY-04-2000 14:11

FROM-DONAHUE ERNST & YOUNG


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I, Leslie E. Martin, President of First Lady Coiffures Ltd., hereby certify that the foregoing is a true copy of a resolution of the sole director of First Lady Coiffures Ltd., which resolution remains in full force and effect, unamended, as of the date hereof.

DATED this 4<sup>th</sup> day of May, 2000.

  
\_\_\_\_\_  
Leslie Martin  
President

#72263 v1

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SCHEDULE "B"

**CERTIFIED RESOLUTION OF THE SOLE DIRECTOR OF  
FIRST LADY COIFFURES LTD. (the "Corporation")**

**Amalgamation with Kae-Tech Inc.**

"WHEREAS it has been proposed that the Corporation amalgamate with Kae-Tech Inc., a corporation incorporated under the laws of the Province of Ontario, on the terms and conditions set out in the amalgamation agreement (the "Agreement") substantially in the form of the draft amalgamation agreement (the "Draft Agreement") reviewed by the director;

AND WHEREAS Kae-Tech Inc. is the sole shareholder of the Corporation;

AND WHEREAS the sole director of the Corporation considers it in the best interests of the Corporation to so amalgamate with Kae-Tech Inc.;

**NOW THEREFORE BE IT RESOLVED THAT:**

1. the amalgamation of the Corporation and Kae-Tech Inc., pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) be and is hereby approved;
2. the entering into of the Agreement by the Corporation, substantially on the terms and subject to the conditions set out in the Draft Agreement, be and the same is hereby approved and authorized, and the execution of the Agreement by any officer or director of the Corporation for and in the name of and on behalf of the Corporation, with such amendments or variations thereto as such officer or director may approve, and the delivery and performance thereof for and in the name of and on behalf of the Corporation, be and the same are hereby approved and authorized, and such approval by such officer or director of such amendments or variations to be conclusively deemed to be proved by the execution and delivery of the Agreement;
3. all the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof upon the articles of amalgamation hereinafter referred to becoming effective;
4. the articles of amalgamation shall be the same as the articles of the Kae-Tech Inc.;
5. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Kae-Tech Inc.;
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
7. any director or officer of the Corporation is hereby authorized and directed to execute articles of amalgamation on behalf of the Corporation and deliver same to the Director under the *Business Corporations Act* (Ontario) and to execute all other documents and to do all things necessary or advisable in connection with the amalgamation of the Corporation and Kae-Tech Inc."

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FAX NO.

P. 14

MAY-04-2000 14:11

FROM-DONAHUE ERNST & YOUNG

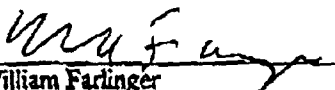
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I, William Farlinger, President of Kae-Tech Inc., hereby certify that the foregoing is a true copy of a resolution of the sole director of Kae-Tech Inc., which resolution remains in full force and effect, unamended, as of the date hereof.

DATED this 4th day of May, 2000.

  
William Farlinger

#73266 v1

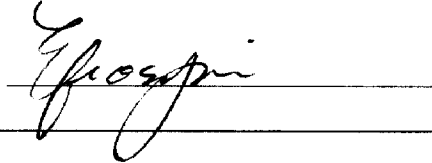
TRADEMARK  
REEL: 002079 FRAME: 0445

Applicant: First Lady Coiffures, Inc.

<u>Trademark Name</u>	<u>US Reg./ Ser. #</u>	<u>Date Reg./ Filed</u>
PERMA GROWTH HAIR & DESIGN	2283518	05 Oct 1999
HAIR FOR LIFE HFL & DESIGN	1784236	27 Jul 1993
PERMANENT PROCESS & DESIGN	1560357	17 Oct 1989
HUMALON HAIR & DESIGN	75-753993	15 Jul 1999

**Certificate of Mailing Under 37 C.F.R. §1.8(a)**

The undersigned hereby certifies that this document is being placed in the United States mail with first-class postage attached, addressed to the Commissioner of Patents & Trademarks, Box Assignments, Washington, DC 20231, on May 8, 2000



Commissioner of Patents & Trademarks  
Box Assignments  
Washington, DC 20231

**TRANSMITTAL SHEET**

Dear Sir:

Enclosed with this Transmittal Sheet:

- Merger Agreement and recordation form cover sheet
- Return Postcard

If any additional fee is required, applicant would respectfully request being contacted at the phone number listed below. A duplicate of this form is enclosed.

Respectfully submitted,



Erosyni Iosiphidis, Legal Assistant  
Edwards & Angell, LLP  
2800 BankBoston Plaza  
Providence, RI 02903  
Tel: (401) 274-9200

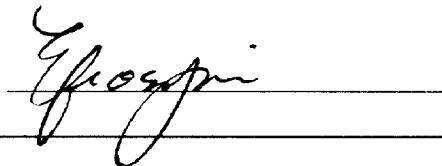
xndd

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<b>Trademark Name</b>	<b>US Reg./ Ser. #</b>	<b>Date Reg./ Filed</b>
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Box Assignments  
Washington, DC 20231

**TRANSMITTAL SHEET**

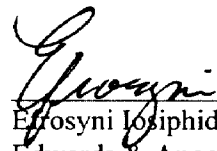
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Respectfully submitted,



E. Iosiphidis, Legal Assistant  
Edwards & Angell, LLP  
2800 BankBoston Plaza  
Providence, RI 02903  
Tel: (401) 274-9200

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