

6/29/00



101414151

To the Honorable Commissioner of Patent

...with the attached original document or copy thereof.

1. Name of conveying party:
BEAUTY, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State
 Other DELAWARE LIMITED LIABILITY COMPANY

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party:
Name: BEAUTY.COM, INC.
 Internal Address: _____
 Street Address: 767 FIFTH AVENUE, 50TH FLOOR
 City: NEW YORK State: NY ZIP: 10153

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 name(s) & address(es) attached: Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Dates:
 1) November 30, 1999 3) _____
 2) _____ 4) _____

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

A. Trademark Application No(s).
SEE ATTACHED "SCHEDULE OF TRADEMARKS"

Additional numbers attached? Yes No

B. Trademark Registration No(s).

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: LORRAINE LINFORD
 Internal Address: SEED INTELLECTUAL
PROPERTY LAW GROUP PLLC
 Street Address: 701 FIFTH AVENUE, SUITE 6300
 City: SEATTLE State: WA ZIP: 98104-7092

6. Total number of applications and registrations involved.....6


7. Total Fee (37 CFR 3.41):\$165.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-1090
(Attach duplicate copy of this page if paying by deposit account)

07/24/2000 ASCOTT 00000217 75784180
 01 FC:481 40.00 OP
 02 FC:482 125.00 OP

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.

LORRAINE LINFORD  6/29/00
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

SCHEDULE OF TRADEMARKS

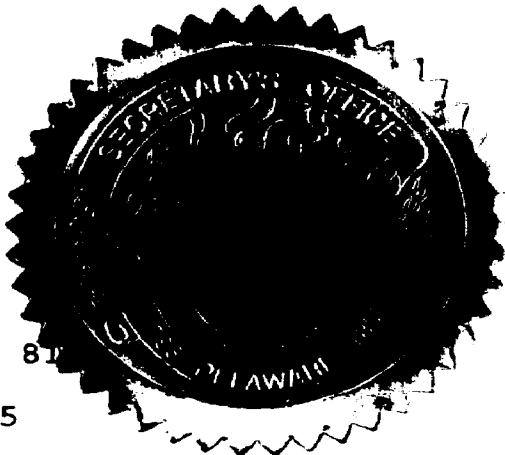
UNITED STATES APPLICATIONS

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
BEAUTY POINTS	75/784,180	August 25, 1999
BEAUTY.COM	75/769,623	August 6, 1999
FIRST BLUSH CLUB	75/784,179	August 25, 1999
IT GIRL	75/784,176	August 25, 1999
THE BEAUTY AUTHORITY	75/784,177	August 25, 1999
THE EDGE	75/784,178	August 25, 1999

Office of the Secretary of State

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:

"BEAUTY, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "BEAUTY.COM, INC." UNDER THE NAME OF
"BEAUTY.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 1999, AT 3:31 O'CLOCK
P.M.



3081863 81

001070275

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0282569

DATE: 02-28-00

TRADEMARK
REEL: 002108 FRAME: 0484

CERTIFICATE OF MERGER
OF
BEAUTY, LLC INTO BEAUTY.COM, INC.

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of domicile of each of the constituent entities of the merger is as follows:

<u>NAME</u>	<u>STATE OF DOMICILE</u>
Beauty, LLC	Delaware
Beauty.com, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of section 264 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Beauty.com, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Beauty.com, Inc., a Delaware corporation, which is surviving the merger, shall be the Certificate of Incorporation, as amended on November 30, 1999 of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 767 Fifth Avenue, 50th Floor, New York, New York 10153.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any member of the constituent limited liability company.

SEVENTH: The authorized capital stock of each corporation that is a party to the merger is as follows, if any:

↓ 20

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
Beauty.com, Inc.	Common	100,000,000	\$.001
Beauty.com, Inc.	Preferred	10,000,000	\$.001

EIGHTH: That this Certificate of Merger shall be effective on November 30 1999.

Dated: 11/30/99

BEAUTY.COM, INC.

By Roger Barnett
Roger Barnett, President

ny-234809

** TOTAL PAGE .05 **