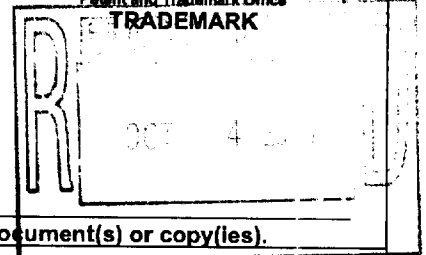


10-23-2000

TRADEMARK



101494038
RECORDATION 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 *MRD*
10-4-00
Effective Date
Month Day Year
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name The Fragrance Counter, Inc. Execution Date
Month Day Year 06/25/99

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name iBeauty.com Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 132 West 36th Street, 9th Floor

Address (line 2) _____

Address (line 3) New York New York 10018
City State/Country Zip Code

- 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 New York

10/23/2000 DBYRNE 00000039 75732521

01 FC:481
02 FC:482

40.00 DP
125.00 OP

FOR OFFICE USE ONLY

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

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)

| | | | | | |
|---------------------------------------|---------------------------------------|---------------------------------------|----------------------|----------------------|----------------------|
| <input type="text" value="75732521"/> | <input type="text" value="75733321"/> | <input type="text" value="75733262"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text" value="75732842"/> | <input type="text" value="75732847"/> | <input type="text" value="75732778"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

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:

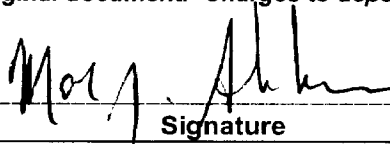
Yes

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.

Mark J. Abrahams



September 29, 2000

Name of Person Signing

Signature

Date Signed

030 45

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE FRAGRANCE COUNTER, INC.**

F9906300004

(Under Section 805 of the New York Business Corporation Law)

It is hereby certified:

FIRST: The name of the corporation is The Fragrance Counter, Inc. (hereinafter referred to as the "Corporation").

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on August 6, 1997.

THIRD: The following amendment to Article FIRST of the Certificate of Incorporation of the Corporation, designed to change the name of the Corporation is being made in accordance with the provisions of Section 801 of the New York Business Corporation Law.

FOURTH: Article FIRST is hereby deleted in its entirety and substituted in lieu thereof is the following new Article FIRST:


FIRST: The name of the Corporation is iBeauty.com Inc.

FIFTH: This amendment of the Certificate of Incorporation of the Corporation was authorized by written consent of the Board of Directors followed by written consent of the holders of a majority of the outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of the Certificate of Incorporation on behalf of the Corporation, affirming that the

|

statements herein contained are true and correct under the penalties of perjury this 25th day of June, 1999.


Elana Waksal Posner
Elana Waksal Posner, Vice-President
and Secretary

- 2 - 2

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUL 01 1999



A handwritten signature in cursive script, appearing to read "J. Clark", written in black ink.

Special Deputy Secretary of State

DOS-1266 (5/96)

FILING RECEIPT

ENTITY NAME: IBEAUTY.COM INC.

DOCUMENT TYPE: CERTIFICATE OF AMENDMENT (DOM. BUSINESS NAME

COUNTY: SUFF

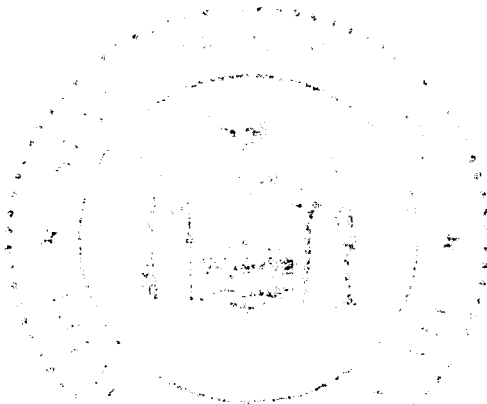
SERVICE COMPANY: CSC NETWORKS/PRENTICE HALL

SERVICE CODE: 45

FILED:06/30/1999 DURATION:***** CASH#:990630000680 FILM #:990630000662

ADDRESS FOR PROCESS

REGISTERED AGENT



| FILER | FEES | | PAYMENTS | |
|------------------------------------|----------|-------|----------|-------|
| | | 95.00 | | 95.00 |
| LISA R WALTERS, LEGAL ASST. | FILING | 60.00 | CASH | 0.00 |
| PHILLIPS NIZER BENJAMIN KRIM ET AL | TAX | 0.00 | CHECK | 0.00 |
| 66 FIFTH AVENUE | CERT | 0.00 | CHARGE | 0.00 |
| NEW YORK, NY 10103 | COPIES | 10.00 | DRAWDOWN | 95.00 |
| | HANDLING | 25.00 | BILLED | 0.00 |
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DOS-1025 (11/89)