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I hereby certify that this document was deposited with the U.S. Postal Service, Express Mail Post Office to Addressee Service Express Mail No. EL498959722US to: Assistant Commissioner for Trademarks Box Assignment 2900 Crystal Drive Arlington, Virginia 22202-3513 This 21th day of August, 2000.

Lisa M. Gigliotti

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS

Please record the attached original documents or copy thereof.

Please refer to document ID NO.: 101079692

1. Name of Conveying Party:

Cosmair, Inc.
Delaware Corporation

2. Name and Address of Receiving Party:

L'Oreal USA, Inc.
575 Fifth Avenue
New York, New York 10017
Delaware Corporation

3. Nature of Conveyance: Change of Name
Execution Date: June 26, 2000

4. Trademark Application Serial No.: 75/539,872
(Scalp Defense)

5. Trademark Registration Nos.: None

6. Name and address of party to whom correspondence concerning document should be mailed:

Lisa M. Gigliotti, Esq.
L'Oreal USA, Inc.
575 Fifth Avenue
New York, New York, 10017

Total number of registrations/applications involved: 1

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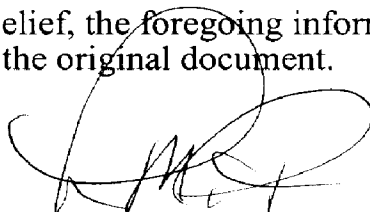
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**TRADEMARK
REEL: 002191 FRAME: 0564**

Total Fee (37 CFR § 3.41): \$40.00. Please withdraw the fee from our deposit account 03-3348.

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.

Dated: August 21, 2000

A handwritten signature in black ink, appearing to read 'Lisa M. Gigliotti', written over a circular stamp or mark.

Lisa M. Gigliotti

Total: Four pages

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 AMENDMENT OF "COSMAIR, INC.", CHANGING ITS NAME FROM "COSMAIR, INC." TO "L'OREAL USA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-SIXTH DAY OF JUNE, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0518517

DATE: 06-23-00

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
COSMAIR, INC.

Cosmair, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST. That the Board of Directors of the Corporation adopted the following resolution by unanimous written consent in accordance with Section 141(f) of the General Corporation Law of the State of Delaware:

RESOLVED, that the Board of Directors hereby declares it advisable and in the best interests of the Corporation that Article FIRST of the Certificate of Incorporation be amended to read as follows:

FIRST: The name of the corporation shall be:

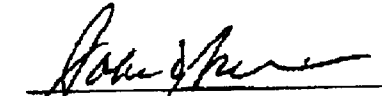
L'Oréal USA, Inc.

SECOND. That the aforesaid amendment has been consented to and authorized by the sole stockholder of the Corporation by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH. That the effective time of the amendment herein certified shall be 12:00 a.m. on June 26, 2000.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by John D. Sullivan, Senior Vice President, this 21st day of June, 2000.


John D. Sullivan
Senior Vice President