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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

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Individual General Partnership Limited Partnership 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.)

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01/02/2001 GTON11 00000002 1234213

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01 FC:481 40.00 DP
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Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
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Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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Deposit Account
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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.

 
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State of Delaware
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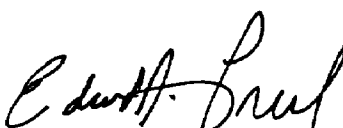
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"DERMABLEND, INC.", A DELAWARE 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 FIRST DAY OF SEPTEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0728971

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DATE: 10-11-00

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9-1-99

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
DERMABLEND, INC.
WITH AND INTO
CARSON PRODUCTS COMPANY

Pursuant to Section 253 of the General Corporation
Law of the State of Delaware

Carson Products Company, a Delaware corporation (the "Company"), desiring to merge its subsidiary, Dermablend, Inc., a Delaware corporation ("Dermablend"), with and into itself pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware ("DGCL"), DOES HEREBY CERTIFY:

FIRST: That the Company is a corporation organized and validly existing under the laws of the State of Delaware.

SECOND: That Dermablend is a corporation organized and validly existing under the laws of the State of Delaware.

THIRD: That the Company is the owner of 100% of the outstanding shares of common stock, par value \$0.01 per share, of Dermablend (the "Shares"), and that there is no class of stock outstanding other than said common stock.

FOURTH: That the Company, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent determined to merge Dermablend with and into itself:

RESOLVED, that Dermablend shall merge with and into the Company on the terms set forth in these resolutions (the "Merger"); and

RESOLVED FURTHER, that the Merger shall be effective upon the date and at the time of filing of a duly executed Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; and

RESOLVED FURTHER, that the Restated Certificate of Incorporation of the Company as the surviving corporation (the "Surviving Corporation") shall continue in full force and effect as the Restated Certificate of Incorporation of the Surviving Corporation; and

RESOLVED FURTHER, that each issued and outstanding Share shall

automatically be canceled and retired and shall cease to exist; and

RESOLVED FURTHER, that the President and each Vice President of the Company be, and each of them hereby is, authorized to execute and file, or cause to be filed, with the Secretary of State of the State of Delaware in the name and on behalf of the Company a Certificate of Ownership and Merger setting forth these resolutions with such additions thereto, deletions therefrom and other changes therein and amendments thereto as such officers may approve, such approval to be conclusively evidenced by the execution and delivery thereof; and

RESOLVED FURTHER, that the above authorized officers of the Company be, and each of them hereby is, authorized and directed to execute, in the name and on behalf of the Company and under its corporate seal or otherwise, and to deliver any and all agreements, certificates, applications or other instruments or documents and to take from time to time any and all such other actions necessary or desirable to carry out the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, Carson Products Company has caused this Certificate of Ownership and Merger to be executed in its name and on its behalf as of this 31st day of August, 1999.

CARSON PRODUCTS COMPANY

By: Robert W. Pierce
Name: Robert W. Pierce
Title: Exec VP + CFO