

03-16-2001



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attached original documents or copy thereof.

To the Honorable Commissioner of Pat.

1. Name of conveying party(ies):

Obagi Medical Products, Inc.
310 Golden Shore
Long Beach, California 90802

- Individual(s)
- General Partnership
- Corporation-State California
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 31, 2000

3-2-01

2. Name and address of receiving party(ies):

Name: OMP, Inc.

Internal Address:

Street Address: 310 Golden Shore

City: Long Beach State: CA ZIP: 90802

- 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

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

A. Trademark Application No.(s)

75/532,460

(See Attachment)

B. Trademark registration No.(s)

Reg. No. 2,114,897

(See Attachment)

Additional numbers attached? Yes No

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

Name: J. Michael Cleary

Internal Address: Cleary & Komen, LLP

Street Address: 600 Pennsylvania Avenue, S.E.

Suite 200

City: Washington, D.C. State: ~~DC~~ ZIP: 20003

6. Total number of applications and registrations involved:

38

7. Total fee (37 CFR 3.41): \$ 965.00

Enclosed (if check not attached, please charge to deposit acct. 02-4500)

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

J. Michael Cleary

Name of Person Signing

J. Michael Cleary
Signature

2/28/01

Date

Total number of pages comprising cover sheet:

4

MAR 1 2 2001

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Attachment

Applications

Registrations

75/841,381

75/532,462

75/610,362

75/610,364

75/615,067

75/610,363

75/615,065

75/610,361

75/841,380

75/841,382

76/198,476

76/014,115

76/025,767

76/024,752

76/024,751

75/979,799

75/980,004

76/119,052

76/119,132

76/186,677

76/202,522

76/201,359

2,155,067

1,958,029

2,155,170

2,160,756

2,203,028

1,803,964

1,817,659

2,300,062

2,302,207

1,820,967

1,820,927

1,903,890

1,947,836

1,816,546

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, 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:

"OBAGI MEDICAL PRODUCTS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "OMP, INC." UNDER THE NAME OF "OMP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF JANUARY, A.D. 2001, AT 2:30 O'CLOCK P.M.

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



Harriet Smith Windsor

Secretary of State

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AUTHENTICATION: 0899197

010009261

DATE: 01-05-01

**CERTIFICATE OF MERGER
MERCING OBAGI MEDICAL PRODUCTS, INC., A CALIFORNIA CORPORATION,
INTO
OMP, INC., A DELAWARE CORPORATION**

****Pursuant to Section 252 of the General Corporation Law of the State of Delaware****

The undersigned corporation, OMP, Inc., DOES HEREBY CERTIFY TO THE FOLLOWING:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

| <u>NAME</u> | <u>STATE OF INCORPORATION</u> |
|------------------------------|-------------------------------|
| OMP, Inc. | Delaware |
| Obagi Medical Products, Inc. | California |

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is OMP, Inc.

FOURTH: The executed Agreement and Plan of Merger is on file at the principal office of the surviving corporation, the address of which is 310 Golden Shore, first floor, Long Beach, CA 90802.

FIFTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

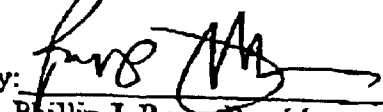
SIXTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

| <u>Corporation</u> | <u>Class</u> | <u>Number of Shares</u> | <u>Par value per share</u> |
|------------------------------|--------------|-------------------------|----------------------------|
| Obagi Medical Products, Inc. | Common | 20,000,000 | \$0.001 |
| | Preferred | 1,000,000 | \$0.001 |

Dated as of the 31 day of December, 2000

OMP, INC.

By:



Phillip J. Rose, President and
Chief Executive Officer

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