

06-13-2001



FORM PTO-1594

(Rev. 03/01)

101748437

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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or certified copy thereof.

1. Name of conveying Party(ies):

Carson/Soft Sheen, Inc.

- Individual Association
- General Partnership Limited Partnership
- Corporation- State - Delaware
- Other _____

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

6-5-01

2. Name and Address of receiving Party(ies):

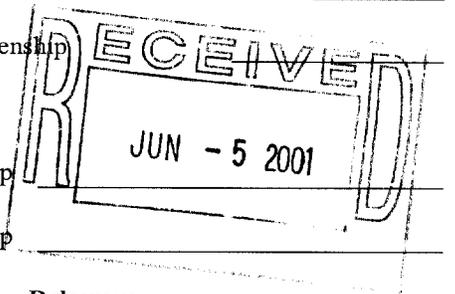
Name: Soft Sheen/Carson, Inc.

Internal Address: _____

Street Address: 575 Fifth Avenue

City: NY State NY Zip Code 10017

- 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:

(Designations must be a separate document from Assignment)

Yes No

Additional name(s) & address(es) attached?

Yes No

3. Nature of conveyance:

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

Execution Date: 01052001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1376790; 1277666; 1829145; 0970940; 0974463; 0988557; 1674733; 0572712; 1043225; 0968329; 0953827; 0681947; 2236968; 2232500; 1190376; 1191484

Additional sheet attached? Yes No

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

**Bingham B. Leverich, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004**

Attorney Docket No. 027091.00101

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41).....\$ 415

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No.: 033412

415E

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.

Kristina Rosette

Name of Person Signing

Kristina Rosette

Signature

5/30/01

Date

06/12/2001 TDIAZ1 00000094 033412 1376790

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

2

01 FC:481 40.00 CH
02 FC:482 375.00 CH

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

- First: That at a meeting of the Board of Directors of Carson/Soft Sheen, Inc.

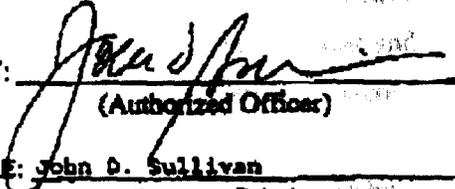
resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation (hereinafter referred to as the "Corporation") shall be Soft Sheen/Carson, Inc."

- Second: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- Third: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: 
(Authorized Officer)

NAME: John D. Sullivan
(Type or Print)

TRADEMARK