



101799447

To The Honorable Commissioner of Patents and Trademarks

Documents or copy thereof.

of receiving party(ies)

1. Name of conveying parties:

Rockford Colorlab Cosmetics, Inc.

7-30-01

Name: Colorlab Cosmetics, Inc.

Internal Address:

Street Address: 1112 5th Avenue

City: Rockford

State: Illinois

Zip: 61104

- Individual(s)
- General Partnership
- Corporation-State of Illinois
- 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  
See Page 3, Paragraph 8 of Merger

Execution Date: June 28, 2001

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Illinois
- 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)

B. Trademark registration No.(s)

2,087,175

Additional numbers attached?  Yes  No

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

Name: Andrew J. Heinisch  
 Internal Address: Attorney Docket No. 501024  
 Company Name: LEYDIG, VOIT & MAYER, LTD.  
 Street Address: 6815 Weaver Road, Suite 300  
 City: Rockford State: IL ZIP: 61114-8018

6. Total number of applications and patents involved: 1

7. Total Fee (37 CFR 3.41) ..... \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 12-1216

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

08/02/2001 ANNEX1 00000000 2007175

01 FC:481

40.00 DP

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.

Andrew J. Heinisch

Printed Name of Person Signing

Signature

Date: July 26, 2001

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 002338 FRAME: 0832

State of Illinois  
Office of  
The Secretary of State

Whereas,

ARTICLES OF MERGER OF  
ROCKFORD COLORLAB COSMETICS, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 28TH day of JUNE A.D. 2001 and of the Independence of the United States the two hundred and 25TH .



*Jesse White*

Secretary of State

Form **BCA-11.25**

(Rev. Jan. 1999)

**ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE**

File # 0100-328-2

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
http://www.sos.state.il.us

**DO NOT SEND CASH!**  
Remit payment in check or money order, payable to "Secretary of State."  
Filing Fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

**FILED**

JUN 28 2001

JESSE WHITE  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE**

**This space for use by  
Secretary of State**

Date 6/28/01

Filing Fee \$ 100.00

Approved: 

1. Names of the corporations proposing to <sup>merge</sup> consolidate, and the state or country of their incorporation:  
<sub>exchange shares</sub>

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>COLORLAB COSMETICS, INC.</u>	<u>FLORIDA</u>	<u>P96000030044</u>
<u>ROCKFORD COLORLAB COSMETICS, INC.</u>	<u>ILLINOIS</u>	<u>6166-328-2</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the <sup>surviving</sup> new corporation: ROCKFORD COLORLAB COSMETICS, INC.  
<sub>acquiring</sub>

(b) it shall be governed by the laws of: ILLINOIS

**If not sufficient space to cover this point, add one or more sheets of this size.**

4. Plan of <sup>merger</sup> consolidation is as follows:  
<sub>exchange</sub>

One share of Rockford Colorlab Cosmetics, Inc. will be issued for each share of Colorlab Cosmetics, Inc.

5. Plan of consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

*(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)*

*(Only "X" one box for each Illinois corporation)*

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Name of Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
COLORLAB COSMETICS, INC.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
ROCKFORD COLORLAB COSMETICS, INC.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, \_\_\_\_\_.

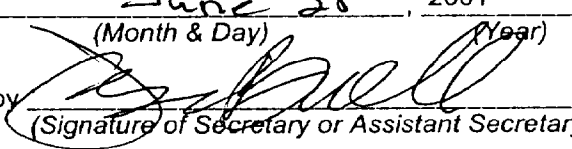
(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

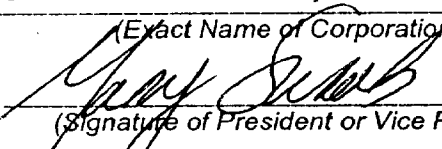
8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated June 28, 2001  
(Month & Day) (Year)

attested by   
(Signature of Secretary or Assistant Secretary)

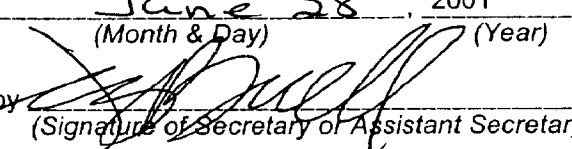
Jason Buell, Secretary  
(Type or Print Name and Title)

COLORLAB COSMETICS, INC.  
(Exact Name of Corporation)

by   
(Signature of President or Vice President)

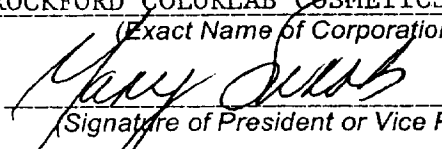
Mary Swaab, President  
(Type or Print Name and Title)

Dated June 28, 2001  
(Month & Day) (Year)

attested by   
(Signature of Secretary or Assistant Secretary)

Jason Buell, Secretary  
(Type or Print Name and Title)

ROCKFORD COLORLAB COSMETICS, INC.  
(Exact Name of Corporation)

by   
(Signature of President or Vice President)

Mary Swaab, President  
(Type or Print Name and Title)

Dated \_\_\_\_\_, \_\_\_\_\_  
(Month & Day) (Year)

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

\_\_\_\_\_  
(Type or Print Name and Title)

\_\_\_\_\_  
(Exact Name of Corporation)

by \_\_\_\_\_  
(Signature of President or Vice President)

\_\_\_\_\_  
(Type or Print Name and Title)

**AGREEMENT AND PLAN OF MERGER**

merging

**COLORLAB COSMETICS, INC.**  
(a Florida corporation)

into

**ROCKFORD COLORLAB COSMETICS, INC.**  
(an Illinois corporation)

THIS AGREEMENT AND PLAN OF MERGER, dated this 26<sup>th</sup> day of JUNE, 2001, made by and between COLORLAB COSMETICS, INC., a Florida corporation, (hereinafter sometimes called the "Merging Corporation"), with its principal office in the State of Florida at 1328 NE 13<sup>th</sup> Avenue, Fort Lauderdale, FL 33304, and with its principal office in the State of Illinois at 1112 5<sup>th</sup> Avenue, Rockford, IL 61104; and ROCKFORD COLORLAB COSMETICS, INC., an Illinois corporation, (hereinafter sometimes called the "Surviving Corporation"), with its principal office in the State of Illinois at 1112 5<sup>th</sup> Avenue, Rockford, IL 61104.

WITNESSETH THAT:

WHEREAS, COLORLAB COSMETICS, INC. is a corporation duly organized and existing under the laws of the State of Florida having been incorporated on April 1, 1996 and having an authorized capital stock consisting of 10,000 shares, all of which are of one class without par value of which 516 shares are issued and outstanding.

WHEREAS, ROCKFORD COLORLAB COSMETICS, INC. is a corporation duly organized and existing under the laws of the State of Illinois having been incorporated on JUNE 13, 2001 and having an authorized capital stock consisting of 1,000,000 shares, all of which are of one class without par value of which 1,000 shares are issued and outstanding.

WHEREAS, the Board of Directors of the Surviving Corporation deem it advisable that the Merging Corporation and Surviving Corporation merge and they have duly approved and authorized the form of this Agreement and Plan of Merger; and,

WHEREAS, the laws of the State of Illinois permit such a merger, and both corporations desire to merge under and pursuant to the provisions of the laws of their respective states;

NOW, THEREFORE, in consideration of the premises and of the mutual

agreements and covenants herein contained, it is agreed that COLORLAB COSMETICS, INC. shall be and it is hereby merged into ROCKFORD COLORLAB COSMETICS, INC., which shall be the Surviving Corporation, and the terms and the mode of carrying it into effect are and shall be as follows:

1. The name of the Surviving Corporation is ROCKFORD COLORLAB COSMETICS, INC., an Illinois corporation. The name of the Merging Corporation is COLORLAB COSMETICS, INC., a Florida corporation. The Merging Corporation, by its adoption of this Agreement and Plan of Merger, agrees to merge itself into the Surviving Corporation, and the Surviving Corporation, by its adoption of this Agreement and Plan of Merger, agrees to merge the Merging Corporation into itself. The Surviving Corporation, upon the merger provided for herein, shall be ROCKFORD COLORLAB COSMETICS, INC., an Illinois corporation.

2. This Agreement and Plan of Merger shall be approved and adopted by the Board of Directors of the Surviving Corporation and of the Merging Corporation, and shall, by resolution of the Board of Directors of the Merging Corporation, be submitted to a vote of the shareholders of the Merging Corporation.

3. The effective date of the merger shall be the date filed by the Secretary of State (hereinafter sometimes called the "Effective Date of Merger").

4. Upon the Effective Date of Merger, the Surviving Corporation and the Merging Corporation shall become a single merged corporation which shall be ROCKFORD COLORLAB COSMETICS, INC. existing under and by virtue of the laws of the State of Illinois. Thereafter, the separate operations of the Merging Corporation, shall cease except insofar as otherwise provided by law or as required for carrying out the purposes of this plan of merger.

5. Upon the Effective Date of Merger, each share of stock of COLORLAB COSMETICS, INC. issued and outstanding ipso facto without any action on the part of the holder thereof shall automatically become and be converted into common stock of the Surviving Corporation at the rate of one share of the common stock of the Surviving Corporation for each one share of the common stock of COLORLAB COSMETICS, INC. and each outstanding certificate representing shares of common stock of COLORLAB COSMETICS, INC. shall thereupon be deemed for all corporate purposes to evidence the ownership of the number of fully paid, nonassessable shares of common stock of the Surviving Corporation into which such shares of common stock of COLORLAB COSMETICS, INC. shall have been so converted.

6. Immediately upon the Effective Date of the Merger, the previously issued and outstanding existing shares of ROCKFORD COLORLAB COSMETICS, INC. common stock shall be redeemed for its original purchase price and shall be deemed cancelled.

7. After the Effective Date of the Merger, each holder of an outstanding certificate or certificates theretofore representing stock of COLORLAB COSMETICS, INC. shall surrender

the same to the Surviving Corporation and such holder shall thereupon be entitled to receive in exchange a certificate or certificates representing the number of shares of common stock of the Surviving Corporation into which the shares of stock represented by the certificate or certificates so surrendered shall have been converted.

8. The Articles of Incorporation of ROCKFORD COLORLAB COSMETICS, INC. shall be amended to change its name to COLORLAB COSMETICS, INC..

9. The By-laws of ROCKFORD COLORLAB COSMETICS, INC. shall be the By-laws of the Surviving Corporation and those persons serving as directors and officers of the Merging Corporation prior to the merger shall be directors and officers of the Surviving Corporation.

10. Upon the consummation of the merger, all and singular rights, privileges, powers and franchises of the Merging Corporation both of a public and private nature, all property and assets, real, personal and mixed, of the Merging Corporation, all debts due on whatever account to the Merging Corporation, and all and every other interest of the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation as effectually as they were vested in the Merging Corporation, without further act or deed; and all property, assets, rights, privileges, powers and franchises, and all and every other interest of the Merging Corporation shall be as effectually the property of the Surviving Corporation as they were of the said Merging Corporation, and the title to any and all real estate, vested in the Merging Corporation, shall not be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; provided that all rights of creditors and all liens upon the property of the Merging Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall from and after the Effective Date of Merger attach to the Surviving Corporation and be enforceable against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted to judgment as if the merger provided for herein had not taken place and as if the Surviving Corporation had been substituted in its place.

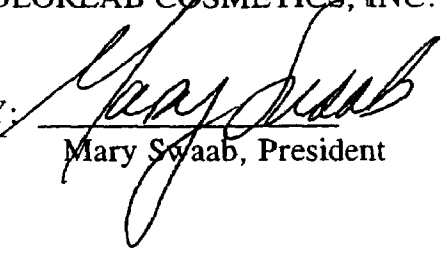
11. Notwithstanding anything herein to the contrary, this Agreement and Plan of Merger may be terminated or abandoned before it is filed, without further action or approval by the shareholders of any of the corporations, by the Board of Directors of either the Merging Corporation or the Surviving Corporation if, in the judgment of such Board, it appears inadvisable to proceed with the merger.



IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed this Agreement and Plan of Merger under the corporate seals of their respective corporations as of the day and year first above written.

Merging Corporation:

COLORLAB COSMETICS, INC.

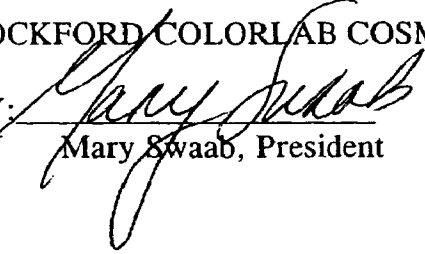
BY:   
Mary Swaab, President

ATTESTED:

BY:   
Jason Buell, Secretary

Surviving Corporation:

ROCKFORD COLORLAB COSMETICS, INC.

BY:   
Mary Swaab, President

ATTESTED:

BY:   
Jason Buell, Secretary