



101799448

To The Honorable Commissioner of Patents and Trademarks

Documents or copy thereof.

1. Name of conveying parties:

Colorlab Cosmetics, Inc.

7-30-01

Name: Rockford Colorlab Cosmetics, Inc.

Internal Address:

Street Address: 1112 5th Avenue

City: Rockford

State: Illinois

Zip: 61104

- Individual(s)
 - General Partnership
 - Corporation-State of Florida
 - 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

- 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)

Execution Date: June 28, 2001

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 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)

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

08/02/2001 00000001 2087175

01 FC:581

40.00 0P

TRADEMARK
REEL: 002338 FRAME: 0940

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 # 6100-328-2

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 ^{merge} consolidate, and the state or country of their incorporation:
_{exchange shares}

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 ^{surviving} new corporation: ROCKFORD COLORLAB COSMETICS, INC.
_{acquiring}

(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 ^{merger} consolidation is as follows:
_{exchange}

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

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]
 (Signature of Secretary or Assistant Secretary)
 Jason Buell, Secretary
 (Type or Print Name and Title)

COLORLAB COSMETICS, INC.
 (Exact Name of Corporation)
 by [Signature]
 (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]
 (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]
 (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 26th 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 13th Avenue, Fort Lauderdale, FL 33304, and with its principal office in the State of Illinois at 1112 5th 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 5th 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.

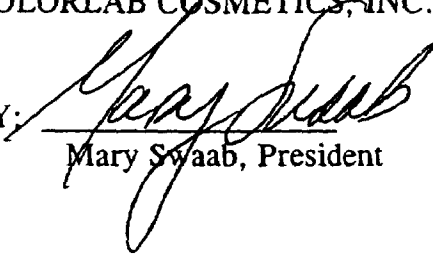
6. Immediately upon the Effective Date of the Merger, the previously issued and outstanding existing shares of ROCKFORD COLORLAB COSMETICS, INC. common stock shall be redeemed for its original purchase price and shall be deemed cancelled.

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

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.

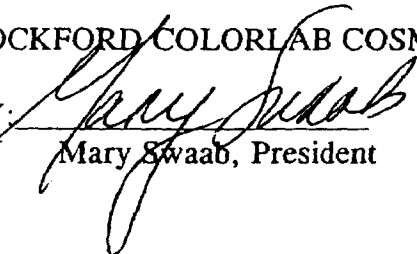
BY: 
Mary Swaab, President

ATTESTED:

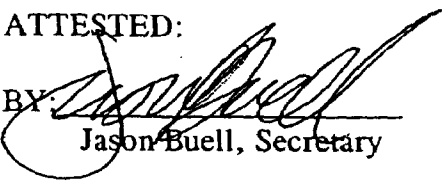
BY: 
Jason Buell, Secretary

Surviving Corporation:

ROCKFORD COLORLAB COSMETICS, INC.

BY: 
Mary Swaab, President

ATTESTED:

BY: 
Jason Buell, Secretary