

05-13-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): J.D.S. Manufacturing Co., Inc. 4-30-02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State California
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Styling Technology Nail Corporation
Internal Address:
Street Address: 7400 E. Tierra Buena Lane
City: Scottsdale State: AZ Zip: 85260
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Arizona
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: March 25, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1,477,309; 2,389,384; 2,061,220
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 3

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: John Burton, Esq.
Internal Address: Greenberg Traurig, LLP
Street Address: 2375 E. Camelback Road, Suite 700
City: Phoenix State: AZ Zip: 85016

7. Total fee (37 CFR 3.41) \$ 90.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number:
(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.

John Burton
Name of Person Signing

Signature

Date April 30 2002

Total number of pages including cover sheet, attachments, and document: 9

All documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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01 FC:401
02 FC:402

40.00 DP
50.00 DP

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REEL: 002503 FRAME: 0194

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FINANCE SECTION
APR 30 AM 7:29

**ARTICLES OF MERGER  
MERCING**

M-0872039-7  
GENA LABORATORIES, INC., J.D.S. MANUFACTURING CO., INC., (M/R)  
AND EUROPEAN TOUCH CO., INCORPORATED (M/R)  
WITH AND INTO M-0872041-1

**STYLING TECHNOLOGY NAIL CORPORATION 0859520-0**

Pursuant to Sections 10-1105 of the Arizona Business Corporation Act, 5.04 of the Texas Business Corporation Act, 1103 of the California General Corporation Law, and 180.1105 of the Wisconsin Business Corporation Law, Gena Laboratories, Inc., a Texas corporation ("Gena"), J.D.S. Manufacturing, Co., Inc., a California corporation ("JDS"), European Touch Co., Incorporated, a Wisconsin corporation ("European Touch"), and Styling Technology Nail Corporation, an Arizona corporation (the "Corporation"), hereby adopt the following Articles of Merger to merge Gena, JDS, and European Touch with and into the Corporation, with the Corporation being the corporation surviving the merger (the "Merger"):

**FIRST:** The Merger Agreement and Plan of Merger is attached hereto as Exhibit A.

**SECOND:** The shareholder of Gena approved the Merger Agreement and Plan of Merger pursuant to Section 5.03 of the Texas Business Corporation Act. The shareholder of JDS approved the Merger Agreement and Plan of Merger pursuant to Section 1201 of the California General Corporation Law. The shareholder of European Touch approved the Merger Agreement and Plan of Merger pursuant to Section 180.1103 of the Wisconsin Business Corporation Law. The shareholder of the Corporation approved the Merger Agreement and Plan of Merger pursuant to Section 10-1103 of the Arizona Business Corporation Act. The Board of Directors of Gena, JDS, European Touch, and the Corporation have each duly authorized the

Merger Agreement and Plan of Merger by all action required by the laws under which each entity is incorporated or organized and by each of its constituent documents. The Corporation will furnish, on written request and without cost, to any shareholder of Gena, JDS, European Touch, or the Corporation, a copy of the Merger Agreement and Plan of Merger.

**THIRD:** The names of the corporations that are the parties to the Merger are Gena Laboratories, Inc., a Texas corporation, J.D.S. Manufacturing Co., Inc., a California corporation, European Touch Co., Incorporated, a Wisconsin corporation, and Styling Technology Nail Corporation, an Arizona corporation.

**FOURTH:** The known place of business of the Corporation, the surviving corporation, is 7400 East Tierra Buena Lane, Scottsdale, Arizona 85260. An executed Merger Agreement and Plan of Merger is on file at the Corporation's office.

**FIFTH:** The name and address of the statutory agent of the Corporation are Robert S. Kant, O'Connor, Cavanagh, Anderson, Killingsworth & Beshears, P.A., One East Camelback Road, Suite 1100, Phoenix, Arizona 85012.

**SIXTH:** The Corporation did not amend or change its Articles of Incorporation as a result of the Merger. The terms of the Merger Agreement and Plan of Merger do not create any new domestic corporations.

**SEVENTH:** The designation, number of outstanding shares and number of votes entitled to be cast by each voting group entitled to vote separately on the Merger Agreement and Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Designation of Class or Series</u>	<u>Number of Shares Outstanding</u>	<u>Shares Entitled to Vote</u>
Gena	Class A Common	150	150
JDS	Common	1,000	1,000
European Touch	Common	200	200
The Corporation	Common	1,000	1,000

**EIGHTH:** The total number of votes cast for and against the Merger Agreement and Plan of Merger by the holders of the Class A Common Stock of Gena, and the Common Stock of JDS, European Touch, and the Corporation (the only class of stock of the respective corporations issued, outstanding, and entitled to vote) is sufficient for approval by all voting groups and is as follows:

<u>Name of Corporation</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
Gena	150	0
JDS	1,000	0
European Touch	200	0
The Corporation	1,000	0

**NINTH:** The Merger shall be effective upon filing the Articles of Merger in the states of Arizona, California, Texas, and Wisconsin.

**TENTH:** The Corporation will be responsible for the payment of all Texas fees and franchise taxes that Gena, JDS, and European Touch will be obligated to pay.

IN WITNESS WHEREOF, the undersigned have hereunto set their hand this 25th day of

March, 1999.

GENA LABORATORIES, INC., a Texas  
corporation

By: Sam Leopold  
Name: Sam L. Leopold  
Title: President

J.D.S. MANUFACTURING CO., INC.,  
a California corporation

By: Sam Leopold  
Name: Sam L. Leopold  
Title: President

EUROPEAN TOUCH CO.,  
INCORPORATED,  
a Wisconsin corporation

By: Sam Leopold  
Name: Sam L. Leopold  
Title: President

STYLING TECHNOLOGY NAIL  
CORPORATION,  
an Arizona corporation

By: Sam Leopold  
Name: Sam L. Leopold  
Title: President

**MERGER AGREEMENT AND PLAN OF MERGER  
MORGING**

**GENA LABORATORIES, INC., J.D.S. MANUFACTURING CO., INC.,  
AND EUROPEAN TOUCH CO., INCORPORATED  
WITH AND INTO**

**STYLING TECHNOLOGY NAIL CORPORATION**

This Merger Agreement and Plan of Merger has been prepared in accordance with Sections 10-1105 of the Arizona Business Corporation Act, 5.01 of the Texas Business Corporation Act, 1101 of the California General Corporation Law, and 180.1101 of the Wisconsin Business Corporation Law.

1. Surviving Corporation. Gena Laboratories, Inc., a Texas corporation, ("Gena"), J.D.S. Manufacturing Co., Inc., a California corporation ("JDS"), and European Touch Co., Incorporated, a Wisconsin corporation ("European Touch") shall be merged (the "Merger") with and into Styling Technology Nail Corporation, an Arizona corporation (the "Corporation"). The Corporation shall be the corporation surviving the Merger. The Corporation's Articles of Incorporation are attached hereto as Exhibit A.

2. Rights and Obligations. The Merger shall be effective upon filing this Merger Agreement and Plan of Merger in the states of Arizona, California, Texas, and Wisconsin (the "Effective Date"), and as of the Effective Date, the Corporation shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties and debts of Gena, JDS, European Touch, and the Corporation.

3. Officers. The officers of the Corporation immediately prior to the Effective Date shall be the officers of the Corporation as of and after the Effective Date, and each of them shall hold office until their respective successor is elected and qualified, or until their earlier resignation or removal.

4. Directors. The director of the Corporation immediately prior to the Effective Date shall be the director of the Corporation, and shall hold office until his successor is elected and qualified, or until his earlier resignation or removal.

5. Bylaws. The Bylaws of the Corporation that are in effect immediately prior to the Effective Date shall be the Bylaws of the Corporation as of and after the Effective Date.

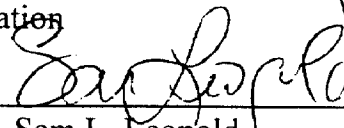
6. Articles of Incorporation. The Articles of Incorporation of the Corporation that are in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Corporation as of and after the Effective Date.

7. Exchange of Shares. As of the Effective Date, all issued and outstanding shares of Gena, JDS, and European Touch shall be cancelled without consideration, and no new shares of the Corporation shall be issued. No further action of the shareholders of Gena, JDS, or

European Touch is required to effect the conversion, because the sole shareholder of each of Gena, JDS, and European Touch is the same entity as the sole shareholder of the Corporation.

This Plan of Merger was adopted and approved by each of the Board of Directors of Gena, JDS, and European Touch, each by a Unanimous Written Consent in Lieu of a Special Meeting of the Board of Directors of the respective corporation, all dated as of March 25, 1999, and by the Board of Directors of the Corporation by Unanimous Written Consent in Lieu of a Special Meeting of the Board of Directors of the Corporation, dated as of March 25, 1999.

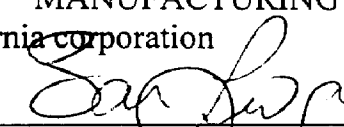
GENA LABORATORIES, INC., a Texas corporation

By: 

Name: Sam L. Leopold

Title: President

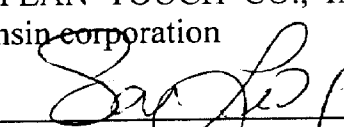
J.D.S. MANUFACTURING CO., INC., a California corporation

By: 

Name: Sam L. Leopold

Title: President

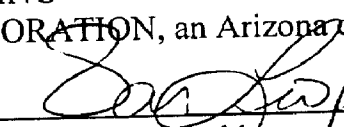
EUROPEAN TOUCH CO., INCORPORATED, a Wisconsin corporation

By: 

Name: Sam L. Leopold

Title: President

STYLING TECHNOLOGY NAIL CORPORATION, an Arizona corporation

By: 

Name: Sam L. Leopold

Title: President