

OFFICE OF PUBLIC RECORDS

10-16-2002

2002 OCT -9 AM 11:02 RECO



102250460

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New 10-9-02
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
07 21 97

Conveying Party

Mark if additional names of conveying parties attached.

Name Carmé International, Inc.

Execution Date
Month Day Year
07 17 97

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached.

Name Carmé Cosmeceutical Sciences, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 620 Airpak Road

Address (line 2) _____

Address (line 3) Napa

California

94558

City

State/Country

Zip Code

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

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be on a separate document from assignment.)

Citizenship/State of Incorporation/Organization Delaware

10/16/2002 TDIAZ1 00000149 061135 1503515

FOR OFFICE USE ONLY

01 FC 4521 40.00 CH
02 FC 4522 25.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignment, Washington D.C. 20231

TRADEMARK
REEL: 002599 FRAME: 0090

Expires 06/30/99
OMB 0651-0027

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Julius Tabin

Address (line 1) Fitch, Even, Tabin & Flannery

Address (line 2) 120 South LaSalle Street, Suite 1600

Address (line 4) Chicago, Illinois 60603

Correspondent Name and Address

Area Code and Telephone Number 312-577-7000

Name Julius Tabin

Address (line 1) Fitch, Even, Tabin & Flannery

Address (line 2) 120 South LaSalle Street, Suite 1600

Address (line 4) Chicago, Illinois 60603

Pages Enter the total number of pages of the attached conveyance document including any attachments.

5

Trademark Application Number(s) or Registration Number(s) [] Mark if additional numbers attached.
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

			1503515		
			1295484		

Number of Properties

Enter the total number of properties involved. # 2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 65.

Method of Payment: Enclosed [] Deposit Account [X]
(Enter for payment by deposit account or if additional fees can be charged to the account.)

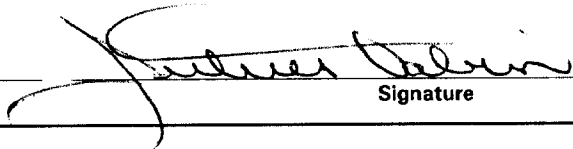
Deposit Account Number: # 06-1135

Authorization to charge additional fees: Yes [X] No []

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. Charges to deposit account are authorized, as indicated herein.

Julius Tabin
Name of Person Signing


Signature

Oct 3, 2002
Date Signed

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
CARMÉ INTERNATIONAL, INC.

CARMÉ INTERNATIONAL, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of CARMÉ INTERNATIONAL, 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 Articles thereof numbered "ONE", so that, as amended, said Article shall be and read as follows:

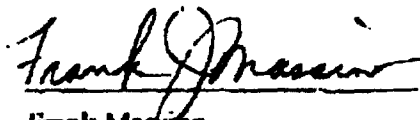
"ONE: The name of the corporation is:
CARMÉ COSMETICAL SCIENCES, INC."

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 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.

IN WITNESS WHEREOF, said CARMÉ INTERNATIONAL, INC. has caused this certificate to be signed by its President, this 17th day of July, 1997.



Frank Maschino
President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/21/1997
971241131 - 2517758

TRADEMARK
REEL: 002599 FRAME: 0092

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CARME INTERNATIONAL, INC.", CHANGING ITS NAME FROM "CARME INTERNATIONAL, INC." TO "CARME COSMECEUTICAL SCIENCES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.



2517758 8100

981125213

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

9012690

AUTHENTICATION:

04-06-98

DATE:

RECORDED: 10/09/2002

TRADEMARK
REEL: 002599 FRAME: 0093