

FORM PTO-1618A
Expires 06/30/99
OMB 0851-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- New
- 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 Corrective to correct Assignee's address & date of execution previously recorded on Reel/Frame 2590/0174

Effective Date
Month Day Year
07 21 1997

Conveying Party

Mark if additional names of conveying parties attached.

Name CARME INTERNATIONAL, INC.

Execution Date
Month Day Year
07 17 1997

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 CARME COSMECEUTICAL SCIENCES, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 620 AIRPARK ROAD

Address (line 2) _____

Address (line 3) NAPA
City

CALIFORNIA
State

94558
Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization DELAWARE

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.)

FOR OFFICE USE ONLY

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

FORM PTO-1618B Page 2 U.S. Department of
Commerce
Patent and Trademark Office
TRADEMARK

Expires 06/30/99
OMB 0651-0027

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 4) _____

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, IL 60603-3406

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 10

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)		
			1,714,911		

Number of Properties Enter the total number of properties involved. # 1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

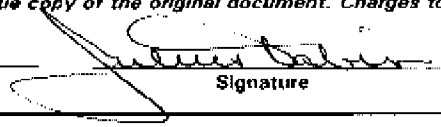
Method of Payment: Enclosed Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 06-1135

Authorization to charge additional fees: Yes 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  01/23/03

Signature Date Signed

FORM PTO-1618B Page 2 U.S. Department of Commerce Patent and Trademark Office TRADEMARK Expires 06/30/99 OMB 08E1-0027

Domestic Representative Name and Address Enter for the first Receiving Party only. Name Address (line 1) Address (line 2) Address (line 4)

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, IL 60603-3406

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 6

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) 1,714,911

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00 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 Signature Date Signed 9/11/02

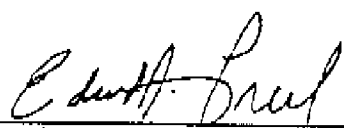
State of Delaware
Office of the Secretary of State PAGE 1

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


Edward J. Freel, Secretary of State

AUTHENTICATION: 9012689

DATE: 04-06-98

TRADEMARK

REEL: 002600 FRAME: 0319

CERTIFICATE OF AMEDMENT
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 Massimo
President

***CARMÉ, INTERNATIONAL, INC. TRADEMARK ASSIGNMENT
TO
CARMÉ COSMECEUTICAL SCIENCES, INC.***

SCHEDULE 1

MARK

THE SILVER FOX

REG. NO

1,714,911

REG. DATE

September 15, 1992