

10-29-2002

F



HEET

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Commissioner for Trademarks: Please rec

Original document.

1. Name of conveying party(ies):

Cosmederm Technologies, LLC

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other _____

10-7-02

Additional name(s) attached? Yes No

2. Name and address of receiving party(ies):

Sensory Systems
4370 La Jolla Village Drive, Ste. 960
San Diego, CA 92122

- Individual(s) Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- Other _____

If the assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No

Additional names/addresses attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: April 1, 2001

4. Application number(s) or trademark number(s):

A. Trademark Application No(s):

~~76/221,841~~
76/221,895

B: Trademark No(s):

2,510,339

Additional numbers attached? Yes No

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

DIANE L. GARDNER
Fish & Richardson P.C.
4350 La Jolla Village Drive, Suite 500
San Diego, California 92122

6. Total number of applications and registrations involved: Three (3)

7. Total fee (37 CFR §3.41): \$90

- Enclosed
- Authorized to charge Deposit Account.

8. Deposit Account No.: 06-1050

Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.

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 the attached is a true copy of the original document.*

Diane L. Gardner
Name of Person Signing

Diane L. Gardner
Signature

October 3, 2002
Date

Total number of pages including cover sheet, attachments, and document: Five (5)

10219395.doc

10/28/2002 DBYRNE 00000158 76221841

01 FC:8521
02 FC:8522

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AUG 02 2001

AGREEMENT OF MERGER

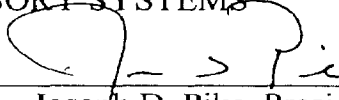
BILL JONES, Secretary of State

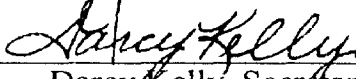
THIS AGREEMENT OF MERGER is entered into between SENSORY SYSTEMS, a California corporation (the "Surviving Corporation") and COSMEDERM TECHNOLOGIES, LLC, a California limited liability company (the "Merging Entity").

1. Merging Entity shall be merged into the Surviving Corporation.
2. The outstanding membership interests of the Merging Entity shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.
3. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Entity shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.


IN WITNESS WHEREOF the parties have executed this Agreement this 1st day of April, 2001.

SENSORY SYSTEMS

By: 
Joseph D. Pike, President

By: 
Darcy Kelly, Secretary

COSMEDERM TECHNOLOGIES, LLC

By: 
Joseph D. Pike, [Managing Member]

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Joseph D. Pike and Darcy Kelly certify that:

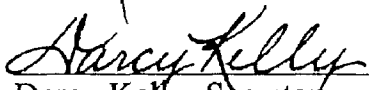
1. They are the president and the secretary, respectively, of Sensory Systems.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only class of shares and the number of shares outstanding is 8000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: April 1, 2001.



Joseph D. Pike, President



Darcy Kelly, Secretary



State of California
 Bill Jones
 Secretary of State

**LIMITED LIABILITY COMPANY
 CERTIFICATE OF MERGER**

(Corporations Code Section 17552)

Filing Fee - Please see instructions.
IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. Name of surviving entity: SENSORY SYSTEMS	2. Type of entity: CORP	3. Secretary of State File Number: 2335944	4. Jurisdiction: CALIFORNIA
5. Name of disappearing entity: COSMEDERM TECHNOLOGIES	6. Type of entity: LLC LLC	7. Secretary of State File Number: 200001510145	8. Jurisdiction: CALIFORNIA
9. Future effective date, if any:	Month	Day	Year

10. If a vote was required pursuant to Section 17551 or Section 1113, enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required:			
<u>Surviving Entity</u>		<u>Disappearing Entity</u>	
<u>Each class entitled to vote</u>	<u>Percentage of vote required</u>	<u>Each class entitled to vote</u>	<u>Percentage of vote required</u>
The Sole Member 2000 SHARES	66 2/3	ALL MEMBERSHIP INTERESTS	100%

11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.

SECTION 12 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, COMPLETE ITEM 12 AND PROCEED TO ITEM 15

12. Requisite changes to the information set forth in the Articles of Organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary.

SECTIONS 13 AND 14 ARE APPLICABLE IF THE SURVIVING ENTITY IS A FOREIGN LIMITED LIABILITY COMPANY OR OTHER BUSINESS ENTITY. COMPLETE ITEMS 13 AND 14.

13. Principal business address of the surviving foreign limited liability company or other business entity:

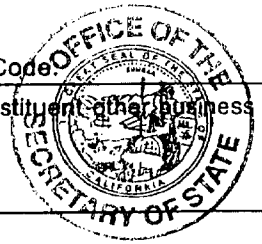
Address: _____

City: _____ State: _____ Zip Code: _____

14. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary.

15. Number of pages attached, if any:

16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.



 Signature of Authorized Person for the Surviving Entity Date

Darcy Kelly 5/9/01
 Signature of Authorized Person for the Surviving Entity Date

 Signature of Authorized Person for the Disappearing Entity Date

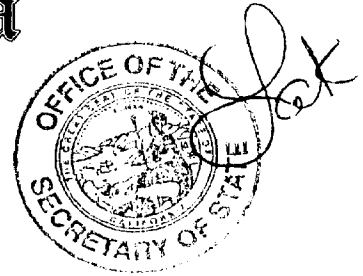
 Signature of Authorized Person for the Disappearing Entity Date

JOSEPH D. PIKE, PRES APRIL 1, 2001
 Type or Print Name and Title of Person Signing Date

DARCY KELLY, SEC
 Type or Print Name and Title of Person Signing Date

JOSPH D. PIKE, MEMBER/MANAGER APRIL 1, 2001
 Type or Print Name and Title of Person Signing Date

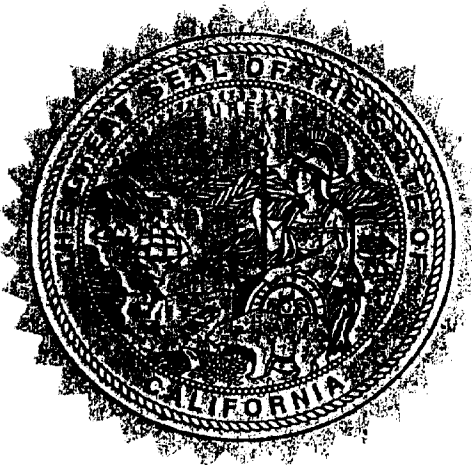
 Type or Print Name and Title of Person Signing Date



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 06 2001

Bill Jones

Secretary of State