

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

1. Name of conveying party(ies):  
The Wella Corporation

☐ Individual(s)

☐ Association

☐ General Partnership

☐ Limited Partnership

☒ Corporation-State – New York

☐ Other:

Additional name(s) of conveying party(ies) attached? 

☐ Yes☒ No

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

Internal Address:  
Street Address: 6109 DeSoto Avenue

City: Woodland Hills  
State: California Zip: 91367

☐ Individual(s) citizenship:

☐ Association:

☐ General Partnership:

☐ Limited Partnership:

☒ Corporation-State: Delaware

☐ Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from assignment) 

☐ Yes☒ No

Additional name(s) & address(es) attached? 

☐ Yes☒ No

3. Nature of Conveyance:  

☐ Assignment

☒ Merger

☐ Security Agreement

☒ Change of Name

☐ Other:

Execution Date: September 27, 1995

4. Application Number(s) or Registration Number(s):  
A. Trademark Application No.(s):  
B. Trademark Registration No.(s): 1,765,199

Additional numbers attached? 

☐ Yes☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: M. John Carson  
Fulbright & Jaworski L.L.P.

Internal Address:  
Street Address: 865 South Figueroa  
Twenty-Ninth Floor

City: Los Angeles State: CA Zip: 90017-2571

6. Total Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00  

☐ Enclosed

☒ Authorized to be charged to Deposit Account

☐ Authorized to be charged to credit card (Form 2038 enclosed)

8. Deposit account number: 50-0337  
(Attach duplicate copy of this page if paying by deposit account)

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.

M. John Carson

Name of Person Signing



Signature

5/19/03

Date

Total number of pages including cover sheet, attachments, and document: 11

## State of Delaware

PAGE 1

## 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 OWNERSHIP, WHICH MERGES:

"THE WELLA CORPORATION", A NEW YORK CORPORATION,

WITH AND INTO "WELLA CAPITAL INC." UNDER THE NAME OF "THE WELLA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1995, AT 4:20 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

0950086 8100M

AUTHENTICATION:

7656692

950222034

DATE:

09-27-95

## CERTIFICATE OF OWNERSHIP AND MERGER

## MERGING

THE WELLA CORPORATION

INTO

WELLA CAPITAL INC.

(PURSUANT TO SECTION 253 OF THE  
GENERAL CORPORATION LAW OF DELAWARE)

Wella Capital Inc., a Delaware corporation (the  
"Corporation"), does hereby certify:

FIRST: That the Corporation is a Delaware corporation  
incorporated on December 15, 1982 under the name Wella Holdings,  
Inc. pursuant to the General Corporation Law of the State of  
Delaware.

SECOND: That the Corporation owns 99.8% of the outstanding  
shares of the only class of capital stock of THE WELLA CORPORATION,  
a New York corporation (the "Subsidiary").

THIRD: That the Corporation, by the following resolutions of  
its Board of Directors duly adopted on the 12th day of April, 1995,  
determined to merge into itself the Subsidiary and to change the  
name of the Corporation to THE WELLA CORPORATION upon the merger of  
the Subsidiary into the Corporation on the conditions set forth in  
such resolutions:

WHEREAS, the undersigned believe it to be in the best  
interests of the Corporation and its subsidiaries to  
enter into a statutory merger to merge its subsidiary,  
THE WELLA CORPORATION, a New York corporation (the  
"Subsidiary") into the Corporation in order (i) to  
simplify the corporate structure of the Corporation and  
its subsidiaries and realign the management of the  
Corporation and its subsidiaries, (ii) to eliminate the

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State of New York as a jurisdiction whose corporate laws must be followed by one of the Corporation's subsidiaries, and (iii) to minimize certain state taxes and use more effectively certain interest expense deductions and other state tax benefits available to the Corporation; and

WHEREAS, the undersigned believe it to be in the best interests of the Corporation and its subsidiaries to change the name of the Corporation to THE WELLA CORPORATION upon the completion of the merger of the Subsidiary into the Corporation.

NOW THEREFORE, BE IT RESOLVED, that the Corporation merge the Subsidiary into the Corporation pursuant to the Amended and Restated Plan of Merger set forth below and change the Corporation's name to THE WELLA CORPORATION upon the completion of the merger of the Subsidiary into the Corporation; and

RESOLVED, that the Chairman of the Board, the President, any Vice President, the Treasurer, the Secretary or the Assistant Secretary of the Corporation be, and they hereby are, directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth these resolutions to merge the Subsidiary into the Corporation and to change the name of the Corporation to THE WELLA CORPORATION upon completion of the merger of the Subsidiary into the Corporation and the date of adoption thereof, and to file such Certificate in the office of the Secretary of the State of Delaware and a certified copy thereof in the office of the Recorder of Deeds in any appropriate jurisdiction; and

RESOLVED, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect such merger and name change.

#### AMENDED AND RESTATED PLAN OF MERGER

THIS AMENDED AND RESTATED PLAN OF MERGER is made and entered into as of this 12th day of April, 1995 by WELLA CAPITAL INC., a corporation incorporated under the laws of Delaware originally under the name Wella Holdings, Inc. ("Parent").

A. Parent owns 99.84 of the outstanding shares of the only class of capital stock of THE WELLA CORPORATION, a corporation incorporated under the laws of the State of New York ("Subsidiary").

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B. In order (i) to simplify the corporate structure of Parent and its subsidiaries and realign the management of Parent and its subsidiaries, (ii) to eliminate the State of New York as a jurisdiction whose corporate laws must be followed by one of the Corporation's subsidiaries, and (iii) to reduce certain state taxes and use more effectively certain interest expense deductions and other state tax benefits available to Parent, Parent's Board of Directors has approved the merger of Subsidiary with and into Parent by a statutory merger upon the following terms and conditions:

1. Merger. At the Effective Time (as defined below), Subsidiary shall be merged with and into Parent (the "Merger") in accordance with the provisions of Section 253 of the Delaware General Corporation Law and Sections 905 and 907 of the New York Business Corporation Law. Parent shall be and continue in existence as the surviving corporation and the separate corporate existence of Subsidiary shall cease.

2. Effective Date. The effective date of the Merger shall be September 30, 1995 (the "Effective Time").

3. Effect of Merger on Outstanding Shares. The manner of converting or canceling shares of Subsidiary and Parent shall, by virtue of the Merger and without any action on the part of the holders thereof, be as follows:

(a) At the Effective Time, each of the 39,920 issued and outstanding shares of common stock of Subsidiary owned by Parent shall be cancelled and retired without any actual payment therefor (it being understood that such shares of common stock of Subsidiary shall be constructively exchanged for shares of common stock of Parent) and shall cease to exist.

(b) At the Effective Time, each of the 80 issued and outstanding shares of common stock of Subsidiary not owned by Parent, other than Dissenting Shares (as defined below) (the "Other Shares"), shall be converted into the right to receive \$1,187.50 in cash (the "Merger Consideration").

(c) As used herein, the term "Dissenting Shares" shall mean those shares as to which a shareholder of Subsidiary exercises appraisal rights under Section 623 of the New York Business Corporation Law. Dissenting Shares shall, from and after the Effective Time, have only such rights as are afforded to the holders thereof by the provisions of Section 623 of the New York Business Corporation Law.

4. Exchange of Shares. The Parent shall make (i) payments pursuant to Section 3(b) hereof to holders of the Other Shares issued and outstanding immediately prior to the Effective Time and (ii) the appropriate cash payments, if any, determined pursuant to Section 623 of the New York Business Corporation Law to holders of Dissenting Shares. Promptly after the Effective Time, the Parent shall cause to be mailed to each person who was, immediately prior to the Effective Time, a holder of record of issued and outstanding Other Shares a letter of transmittal and instructions for use in effecting the surrender of the certificates which, immediately prior to the Effective Time, represented any of such Other Shares for payment therefor. Upon surrender to the Parent of such certificates, together with such letter of transmittal, duly executed and completed in accordance with instructions thereto, the Parent shall promptly cause to be paid to the persons entitled thereto the amount to which such persons are entitled pursuant to this Plan of Merger. No interest will be paid or will accrue on the Merger Consideration payable upon the surrender of any such certificate. If payment is to be made to a person other than the registered holder of the certificate surrendered, it shall be a condition of such payment that the certificate so surrendered shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such payment shall pay any transfer or other taxes required by reason of the payment to a person other than the registered holder of the certificate surrendered or shall establish to the satisfaction of the Parent that such tax has been paid or is not applicable. One hundred and eighty days after the Effective Time, such holders shall be entitled to look to Parent (subject to abandoned property, escheat or other similar laws) only as general creditors thereof with respect to the cash payable upon due surrender of their certificates.

5. Certificate of Incorporation and Bylaws. The Certificate of Incorporation and Bylaws of Parent in effect at the Effective Time shall continue as the Certificate of Incorporation and Bylaws of the Parent after the Effective Time except that Article I of the Certificate of Incorporation shall be amended upon completion of the Merger to read:

"The name of the corporation is THE WELLA CORPORATION."

6. Termination or Abandonment. This Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Time by Parent by action of its Board of Directors.

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IN WITNESS WHEREOF, Wella capital Inc. has caused its corporate seal to be affixed and this certificate to be signed by Thomas Habrock, its Treasurer, this 20th day of September, 1995.

WELLA CAPITAL INC.

By:

Name: Thomas HabrockTitle: Treasurer

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*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 "WELLA HOLDINGS INC.", CHANGING ITS NAME FROM "WELLA HOLDINGS INC." TO "WELLA CAPITAL INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 1983, AT 10 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7329263

12-07-94

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REEL: 002652 FRAME: 0935



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FILED

CERTIFICATE OF AMENDMENT  
 OF  
 CERTIFICATE OF INCORPORATION  
 OF

MAR 1 2003

*Shawn C. Kelson*  
 ATTORNEY AT LAW

Wells Holdings Inc.

Wells Holdings 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 the Board of Directors of said corporation, by unanimous written consent, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

"RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing "Article I" thereof so that, as amended, said Article shall be and read as follows:

"The name of the corporation is Wells Capital Inc."

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242, 141(f) and 328 of the General Corporation Law.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Peter Haberstock, its President this 18th day of February, 1963, and attested by Axel P. Saylor, its Secretary, this 23rd day of February, 1983.

*Peter Haberstock*  
 President

(CORPORATE SEAL)

ATTESTED BY:

-00002

*Axel P. Saylor*  
 Secretary

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## CERTIFICATE OF INCORPORATION

of

WELLA HOLDINGS INC.

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Article 1. The name of the corporation is Wella Holdings Inc.

Article 2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

Article 3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Article 4. The total number of shares of stock which the corporation shall have authority to issue is Six Thousand (6,000) of the par value of One Thousand Dollars (\$1,000) each, amounting in the aggregate to Six Million Dollars (\$6,000,000).

Article 5. The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Axel P. Seyler, Esq.	Conboy, Revitt, O'Brien & Boardman 600 Madison Avenue New York, New York 10022

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Article 6. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

Article 7. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 14th day of December, 1982.

Axel P. Seyfar  
Axel P. Seyfar