

FORM PTO-1618B

Page 2

Expires 08/30/99
OMB 0651-0027

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

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. # 9

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)

			1,229,136		

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.)

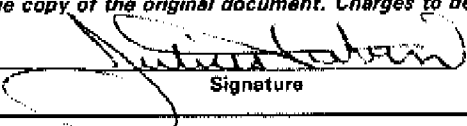
Deposit Account Number: # 06-1135

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

08/20/03

Date Signed

FORM PTO-1618A
Expires 05/30/99
OMB 0651-0027



03-24-2003

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



RECORDATIO:
TRADI

102397360

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

Submission Type

- New 3-17-03
- 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 Effective Date
Month Day Year
07 21 1997
- Other _____

Conveying Party

Mark if additional names of conveying parties attached.

Name CARME INTERNATIONAL, INC.

Execution Date
Month Day Year
07 21 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) 84 GALLI DRIVE

Address (line 2) _____

Address (line 3) NOVATO

City

CALIFORNIA

State

94949

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

03/21/2003 TDIAZI 00000037 061135 1229136

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Public burden reporting this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 002702 FRAME: 0762

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Statement and Signature

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JULIUS TABIN

Julius Tabin
Signature

3/10/03
Date Signed

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.



Edward J. Freel

Edward J. Freel, Secretary of State

9012690

AUTHENTICATION:

04-06-98

DATE:

TRADEMARK

REEL: 002702 FRAME: 0764

2517758 8100

981125213

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 "DNP", so that, as amended, said Article shall be and read as follows:

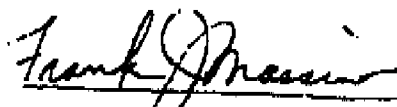
"ONE: The name of the corporation is:
CARMÉ COSMETIC/CEUTICAL SCIENCES, INC."

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