

6-20-03 RE

06-24-2003



102480820

To the Honorable Commissioner of Patent

enclose the attached original documents or copy thereof.

1. Name of conveying party(ies):
 ENDEAVOR COSMETICS CORP.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: HORIZON COSMETICS, INC.
 Internal
 Address: c/o United Corporate Services, Inc.
 Street Address: 15 East North Street
 City: Dover State: DE Zip: 19901

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: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 1/9/03

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 76/349492

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Lanning G. Bryer
 Internal Address: _____

 Street Address: Ladas & Parry
 26 West 61st Street
 City: New York State: NY Zip: 10023

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

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
 Lanning G. Bryer
 Name of Person Signing

Lanning G. Bryer
Signature

6/17/03
Date

Total number of pages including cover sheet, attachments, and document: 7

OFFICE OF PUBLIC RECORDS
2003 JUN 20 PM 3:51
FINANCE SECTION

06/23/2003 6TDW11 00000074 76349492 01 FC:8521 40.00

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

76 349492

UNITED STATES OF AMERICA

POWER OF ATTORNEY

The undersigned hereby appoints, jointly and severally with full power of substitution:

STEPHEN A. GOLDSMITH	ALLAN S. PILSON
IAN JAY KAUFMAN	ROBERT ALPERT
DANIEL F. ZENDEL	LANNING G. BRYER
JOSEPH J. VILLAPOL	DENNIS S. PRAHL
GEORGIA N. GOUNARIS	MARY A. MOY
STEVEN M. PEREZ	NADIA K. DROUMBANIS

members of the Bar of the State of New York, c/o Ladas & Parry, 26 West 61st Street, New York, New York 10023, United States of America, to record assignments, mergers, consolidations, changes of name and changes of address and to take all action with respect to the following Trademark Registration or Application for Trademark Registration:

WORSHIP

Application No. 76/349492
Filed: December 17, 2001

HORIZON COSMETICS, INC.

[Corporate Seal]

BY Melissa Duck [Title]
PRESIDENT

June 11, 2003 [Date]

CERTIFICATE OF MERGER

OF

GENESIS COSMETICS INC.

AND

ENDEAVOR COSMETICS CORP.

AND

ROCKET SPEED INC.

INTO

HORIZON COSMETICS, INC.

Pursuant to Section 251 (c) of the Delaware General Corporation Law

The undersigned, being the surviving corporation, hereby sets forth as follows:

FIRST: The name of the surviving corporation is HORIZON COSMETICS, INC.; its state of incorporation is Delaware.

SECOND: The names of the non-surviving corporations are GENESIS COSMETICS INC., ENDEAVOR COSMETICS CORP. and ROCKET SPEED INC.; all of whose state of incorporation is Delaware.

THIRD: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 251 (c) of the State of Delaware General Corporation Law.

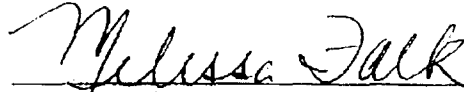
FOURTH: The Certificate of Incorporation of HORIZON COSMETICS, INC. shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreements of Merger are on file at the principal place of business of the surviving corporation; the address of said principal place of business is c/o Ladas & Parry, 26 West 61st Street, New York, New York 10023.

SIXTH: A copy of the Agreements of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, this certificate is hereby executed this fifteenth day of October, 2002.

HORIZON COSMETICS, INC.



Melissa Falk, President

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ENDEAVOR COSMETICS CORP.", A DELAWARE CORPORATION,

"GENESIS COSMETICS INC.", A DELAWARE CORPORATION,

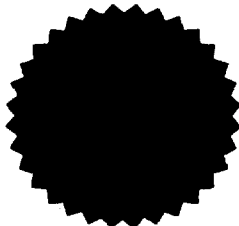
"ROCKET SPEED INC.", A DELAWARE CORPORATION,

WITH AND INTO "HORIZON COSMETICS, INC." UNDER THE NAME OF "HORIZON COSMETICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JANUARY, A.D. 2003, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3092467 8100M

030017535



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2196556

DATE: 01-10-03

STEPHEN A. GOLDSMITH
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JOHN RICHARDS
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GEORGIA BAR
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DACHAUERSTRASSE 37
80335 MUNICH, GERMANY

June 17, 2003

Commissioner of Patents & Trademarks
Assignment Services Division
P.O. Box 1450
Alexandria, Virginia 22313-1450

Dear Sirs:

Re: Merger: **ENDEAVOR COSMETICS CORP.** into **HORIZON COSMETICS, INC.** - Trademark Application No. 76/349492 for **WORSHIP** in the United States of America
(Our Ref: NTMA 030558)

1. You are requested to record the above-mentioned Merger against Trademark Application No. 76/349492 for **WORSHIP**, and, for this purpose, we enclose herewith the following documentation:

a) Certificate issued by the Secretary of State of Delaware attesting to the Merger of **ENDEAVOR COSMETICS CORP.** into **HORIZON COSMETICS, INC.**; and

b) Powers of Attorney for each trademark application executed on behalf of the Assignee, **HORIZON COSMETICS, INC.**

2. Our check in the amount of \$40.00 is attached. If any additional charges are incurred, please charge Deposit Account No. 12-0425. Please send us your receipt in acknowledgment of this payment.