

6-20-03 RECORDED
TR/

06-24-2003



Tab settings

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

1. Name of conveying party(ies):

ROCKET SPEED INC.

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

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

3. Nature of conveyance:

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

Execution Date: 1/9/03

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

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

A. Trademark Application No.(s) 76/349491
76/385268

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- 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

Signature

Total number of pages including cover sheet, attachments, and document: 9

OFFICE OF PUBLIC RECORDS
2003 JUN 20 PM 3:51
FINANCE SECTION
6/20/03

06/23/2003 6TON11 00000073 76349491

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

01 FC:8521
02 FC:8522

40.00 OP
25.00 OP

TRADEMARK
REEL: 002763 FRAME: 0057

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.

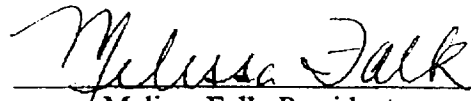
FOURTH: The Certificate of Incorporation of HORIZON COSMETICS, INC. shall be the Certificate of Incorporation of the surviving corporation.

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

S C H E D U L E

CRAVE

Application No. 76/349491
Filed: December 17, 2001

CRAVE and Device

Application No. 76/385268
Filed: March 21, 2002

Delaware

PAGE 1

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,

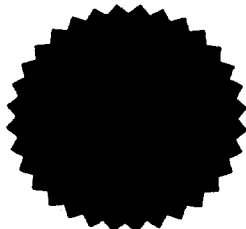
"ROCKET SPEED INC.", A DELAWARE CORPORATION,

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

RECORDED: 06/20/2003

TRADEMARK
REEL: 002763 FRAME: 0061