

07-11-2003



Form PTO-1594 7-10-03
(Rev. 10/02)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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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):
GENESIS COSMETICS 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) 75/804256

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: 1

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

- Enclosed
- Authorized to be charged to depositor's account

8. Deposit account number: _____

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FINANCE SECTION

DO NOT USE THIS SPACE

9. Signature.

Lanning G. Bryer
Name of Person Signing

[Signature]
Signature

7/8/03
Date

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

07/11/2003 LWELLER 00000028 75804256 Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:8521

40.00 DP

TRADEMARK
REEL: 002775 FRAME: 0360

UNITED STATES OF AMERICA

POWER OF ATTORNEY

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

STEPHEN A. GOLDSMITH
IAN JAY KAUFMAN
DANIEL F. ZENDEL
JOSEPH J. VILLAPOL
GEORGIA N. GOUNARIS
STEVEN M. PEREZ

ALLAN S. PILSON
ROBERT ALPERT
LANNING G. BRYER
DENNIS S. PRAHL
MARY A. MOY
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:

SENSUALIST

Application No. 75/804256
Filed: September 21, 1999

HORIZON COSMETICS, INC.

[Corporate Seal]

By Melissa Falk [Title]
President

June, 24, 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.

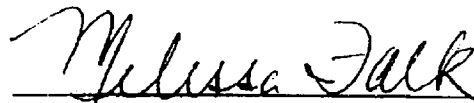
FOURTH: The Certificate of Incorporation of HORIZON COSMETICS, INC. shall be the Certificate of Incorporation of the surviving corporation.

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:

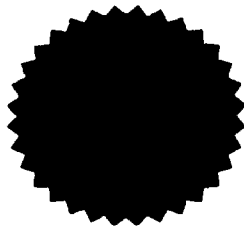
"ENDEAVOR COSMETICS CORP.", A DELAWARE CORPORATION,

"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.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2196556

DATE: 01-10-03