

KL Ref. No.:

FORM PTO-1594  
(Rev. 6-93)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

<p>1. Name of conveying party(ies) <b>UEP Acquisition, LLC</b></p> <p><input type="checkbox"/> Individual(s)  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Corporation-State  <input type="checkbox"/> Association  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Other-New York Limited Liability Company</p> <p>Additional name(s) of conveying party(ies) attached?  <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <b>UEP ACQUISITION, LLC</b></p> <p>Internal Address:</p> <p>Street Address: <b>190 Coconut Avenue, Suite 1-B</b></p> <p>City: <b>Sarasota</b> State: <b>Florida</b> Zip: <b>34236</b></p> <p><input type="checkbox"/> Individual(s) citizenship  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation-State  <input checked="" type="checkbox"/> Other-Delaware Limited Liability Company</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment  <input type="checkbox"/> Security Agreement  <input type="checkbox"/> Merger  <input type="checkbox"/> Change of Name  <input checked="" type="checkbox"/> Other-Conversion</p> <p>Execution Date: <b>10/9/2003</b></p>	

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

A. Trademark Application No.(s) **76/502272**      B. Trademark Registration No.(s) **1346171**

Additional numbers attached?  Yes  No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <b>Mary B. Aversano, Esq.</b></p> <p>Internal Address: <b>Kramer Levin Naftalis &amp; Frankel LLP</b></p> <p>Street Address: <b>919 Third Avenue</b></p> <p>City: <b>New York</b> State: <b>New York</b> Zip: <b>10022</b></p>	<p>6. Total number of applications and registrations involved..... <b>12</b></p> <p>7. Total fee (37 CFR 3.41) .....<b>\$325.00</b></p> <p><input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account # <b>50-0540</b></p> <p>8. Deposit account number: <b>50-0540</b>  (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

<p><b>Mary B. Aversano</b> Name of Person Signing</p>	<p><i>Mary B Aversano</i> Signature</p>	<p><b>April 26, 2004</b> Date</p>
<p>Total number of pages including cover sheet, attachments, and document: <b>4</b></p>		

CH \$326.00 600640 76602272

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**RECORDATION FORM COVER SHEET  
CONTINUATION SHEET  
ITEM 4. APPLICATION NUMBER(S) OR REGISTRATION NUMBER(S)**

**UNITED STATES TRADEMARKS MARKS**

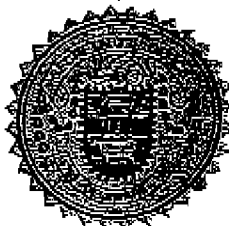
<b><u>MARK</u></b>	<b><u>APPLICATION/REGISTRATION NUMBER</u></b>
2/200	1,346,171
BEAUTY GARD	1,919,826
DURAN (Stylized)	0,523,708
NAUGAFORM	0,925,738
NAUGAHYDE	0,354,435
NAUGALON	0,810,004
NEOCHROME	1,334,305
SPIRIT MILLENIUM	2,248,196
DKE	1,241,708
NAUGA	0,876,281
MISCELLANEOUS DESIGN	0,865,548
NAUGA	76,502,272

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A NEW YORK LIMITED LIABILITY COMPANY UNDER THE NAME OF "UEP ACQUISITION LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE ON THE NINTH DAY OF OCTOBER, A.D. 2003, AT 7:37 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3713884 8100V

AUTHENTICATION: **TRADEMARK**  
REEL: 002841 FRAME: 0493

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:23 PM 10/09/2003  
FILED 07:37 PM 10/09/2003  
SRV 030652916 - 3713884 FILE

**CERTIFICATE OF CONVERSION  
FROM A FOREIGN LIMITED LIABILITY COMPANY  
TO A LIMITED LIABILITY COMPANY**

Pursuant to Section 18-214 of the Limited Liability Act

1. The date on which the Limited Liability Company was first organized is July 30, 2003. The jurisdiction where the Limited Liability Company was first incorporated is New York.
2. The jurisdiction immediately prior to filing this Certificate of Conversion is New York.
3. The name of the Limited Liability Company immediately prior to the filing of this Certificate of Conversion is UEP Acquisition LLC.
4. The name of the Limited Liability Company as set forth in its Certificate of Formation filed in accordance with Section 18-214(b) is UEP Acquisition LLC.

Executed on October 7, 2003



Name: Howard F. Curd  
Authorized Person