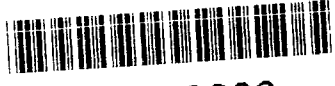


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): AM Cosmetics, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: AM Products Company Internal Address: 4014 First Avenue Street Address: City: Brooklyn State: New York ZIP: 11232 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 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: March 23, 1998

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,748,050 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Christine L. Lofgren, Esq. Internal Address: Street Address: Jeffer, Mangels, Butler & Marmaro LLP, 1900 Avenue of the Stars, Seventh Floor City: Los Angeles State: CA Zip: 90067

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: 10-0440 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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. Christine L. Lofgren Signature Date: October 14, 2003

Total number of pages including cover sheet, attachments, and document: 3

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

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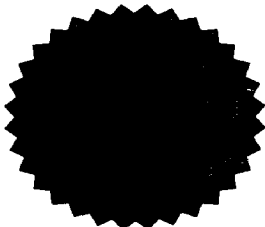
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# Delaware

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 AMENDMENT OF "AM COSMETICS, INC.", CHANGING ITS NAME FROM "AM COSMETICS, INC." TO "AM PRODUCTS COMPANY", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1998, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2685447

DATE: 10-10-03

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CERTIFICATE OF AMENDMENT  
OF THE  
RESTATED CERTIFICATE OF INCORPORATION AS AMENDED  
OF  
AM COSMETICS, INC.

AM COSMETICS, 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 the Board of Directors of said corporation, by virtue of a Unanimous Written Consent in lieu of a meeting of the Board of Directors pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, adopted the following resolution:

RESOLVED that the Board of Directors hereby declares it advisable and in the best interest of the Company that Article FIRST of the Restated Certificate of Incorporation as amended hereby be further amended to read as follows:

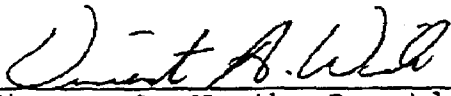
FIRST. The name of this corporation shall be:

AM PRODUCTS COMPANY

SECOND. That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the general Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Vincent A. Wasik, President of AM Cosmetics, Inc., this 23rd day of March A.D. 1998.

  
\_\_\_\_\_  
Vincent A. Wasik, President