

12-10-2003

TRADEMARKS ONLY

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To the Honorab

tents and Trademarks:



Please record the attached original document or copy thereof.

102619235

10-6-03

1. Name of Party(ies) conveying an interest

A.A.S. Cosmetic Company, Inc.
438 North Bedford Drive
Beverly Hills, California 90210

Entity:

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

Additional name(s) of conveying party(ies) attached:

yes no

2. Name and Address of Party(ies) receiving an interest:

Name: Anastasia Beverly Hills, Inc.
Internal Address: 438 North Bedford Drive
Street Address: Beverly Hills, California 90210
City: _____
State/Zip: _____

Entity:

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

Citizenship _____

3. Description of the interest conveyed:

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

Date of execution of attached document October 1, 2003

If not domiciled in the United States, a domestic representative designation is attached:

yes no

(The attached document must not be an assignment)

Additional name(s) and addresses attached: yes no

4. Application number(s) or registration number(s) Additional sheet attached? yes no

A. Trademark Application No.(s)

76/267,989

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Daniel M. Cislo, Esq.
Address: Cislo & Thomas LLP
233 Wilshire Boulevard
Suite 900
City: Santa Monica
State/Zip: CA 90401

6. Number of applications and registrations involved: 1

7. The \$40.00 filing fee is enclosed.

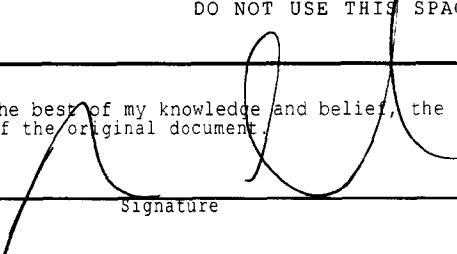
8. Please charge the \$ _____ filing fee to Deposit Account No. _____ (duplicate copy of this page attached)

9. Please charge any deficiencies in fees or credit any overpayment to Deposit Account No. 03-2030

DO NOT USE THIS SPACE

10. 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.

Daniel M. Cislo
Name of Person Signing


Signature

10-3-03
Date

Total number of pages comprising coversheet: 1 2

rev. 10/1993

TRADEMARK

REEL: 002876 FRAME: 0047

ASSIGNMENT OF USE-BASED APPLICATION OF MARK

WHEREAS, Anastasia Beverly Hills, Inc. a California corporation of Beverly Hills, California, formerly known as A.A.S. Cosmetic Company, Inc., has adopted, used and is using a mark which is the subject of an application for registration in the United States Patent and Trademark Office, Serial No. 76/267,989 filed June 5, 2001;

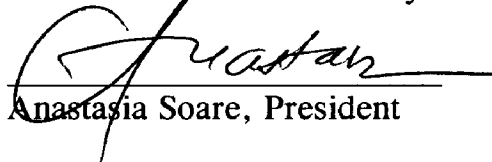
WHEREAS, A.A.S. Cosmetic Company, Inc., ("Assignor"), now known as Anastasia Beverly Hills, Inc. of Beverly Hills, California; and

WHEREAS, Anastasia Beverly Hills, Inc. of Beverly Hills, California ("Assignee") is desirous of acquiring Assignor's interest in said mark and the use-based application for registration thereof;

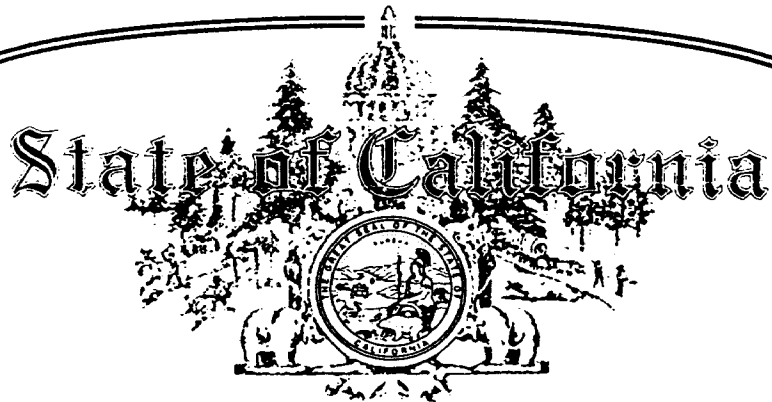
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor, confirms that it has assigned unto the said Assignee its entire right, title and interest in and to the said mark, together with the goodwill of the business symbolized by the mark, and the above-identified use-based application for registration thereof.

ASSIGNOR

A.A.S. Cosmetic Company, Inc. now
known as Anastasia Beverly Hills, Inc.


Anastasia Soare, President

10.01.03
Date



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



AUG 15 2001

Bill Jones

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
Corporation Number - 215597

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUL 17 2001

BILL JONES, Secretary of State

The undersigned certify that:

1. They are the **President** and the **Secretary**, respectively, of Anastasia of Beverly Hills, Inc., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is: Anastasia Beverly Hills, Inc.

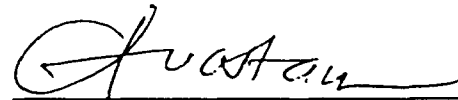
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is one hundred (100). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: July 10, 2001



Anastasia Soare, President



Anastasia Soare, Secretary

