

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Obagi Medical Products, Inc.		12/31/2000	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	OMP, Inc.		
<b>Street Address:</b>	310 Golden Shore		
<b>City:</b>	Long Beach		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90802		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2684171	OBAGI PROTOCOLS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)953-7201		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2124159200		
<b>Email:</b>	ny.trademark@dorsey.com		
<b>Correspondent Name:</b>	Dorsey & Whitney LLP		
<b>Address Line 1:</b>	250 Park Avenue		
<b>Address Line 4:</b>	New York, NEW YORK 10177		
<b>ATTORNEY DOCKET NUMBER:</b>	461584-00047		
<b>NAME OF SUBMITTER:</b>	Sandra Edelman, Esq.		
<b>Total Attachments: 2</b>			
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**OP \$40.00 2684171**

**CERTIFICATE OF MERGER  
MERGING OBAGI MEDICAL PRODUCTS, INC., A CALIFORNIA CORPORATION,  
INTO  
OMP, INC., A DELAWARE CORPORATION**

**\*\*Pursuant to Section 252 of the General Corporation Law of the State of Delaware\*\***

The undersigned corporation, OMP, Inc., DOES HEREBY CERTIFY TO THE FOLLOWING:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
OMP, Inc.	Delaware
Obagi Medical Products, Inc.	California

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is OMP, Inc.

FOURTH: The executed Agreement and Plan of Merger is on file at the principal office of the surviving corporation, the address of which is 310 Golden Shore, first floor, Long Beach, CA 90802.

FIFTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SIXTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
Obagi Medical Products, Inc.	Common	20,000,000	\$0.001
	Preferred	1,000,000	\$0.001

Dated as of the 31 day of December, 2000

OMP, INC.

By: 

Phillip J. Rose, President and  
Chief Executive Officer

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