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PATENT & TRADEMARK OFFICE

10-28-2004

Form PTO-1594 (Rev. 10/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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ARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Physicians Formula Cosmetics, Inc. 10-25-04

- 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 receiving party(ies)

Name: Physicians Formula Cosmetics, Inc.

Street Address: 1055 West 8th Street

City: Azusa State: CA Zip: 91702

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If designee 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

3. Nature of conveyance:

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

Execution Date: May 17, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,187,307

Additional number(s) attached Yes No

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

Name: Donna Rubelmann

Internal Address: Rubelmann & Associates

Street Address: 501 Herondo St., Suite 45

City: Hermosa Beach State: CA Zip: 90254

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:

(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.

Joseph Jaeger (CFO) — Name of Person Signing

Signature

10/22/04 — Date

Total number of pages including cover sheet, attachments, and document: 5

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

10/27/2004 GTON11 00000224 1187307
01 FC:8521 40.00 OP

Delaware

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 OWNERSHIP, WHICH MERGES:

"PHYSICIANS FORMULA COSMETICS, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "PFC TRANSITORY, INC." UNDER THE NAME OF "PHYSICIANS FORMULA COSMETICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF MAY, A.D. 1999, AT 2 O'CLOCK P.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3430020

DATE: 10-22-04

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 05/18/1999
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CERTIFICATE OF OWNERSHIP AND MERGER

of

PHYSICIANS FORMULA COSMETICS, INC.
(a California corporation)

with and into

PFC TRANSITORY, INC.
(a Delaware corporation)

Under Section 253 of the General Corporation Law of the State of Delaware

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IT IS HEREBY CERTIFIED THAT:

FIRST: PHYSICIANS FORMULA COSMETICS, INC. is a corporation incorporated on November 3, 1937 pursuant to the General Corporation Laws of the State of California ("PFC"), the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

SECOND: PFC, as the owner of all the outstanding shares of each class of the capital stock of PFC Transitory, Inc. a corporation incorporated on March 19, 1999 pursuant to the General Corporation Law of the State of Delaware ("PFCT"), hereby merges itself into PFCT.

THIRD: The following is a copy of the resolution adopted as of the 17th day of May, 1999, by the Board of Directors of PFC to merge with and into PFCT:

RESOLVED that PFC be reincorporated in the State of Delaware by merging itself into PFCT pursuant to the laws of the State of California and the State of Delaware as hereinafter provided, so that the separate existence of PFC shall cease as soon as the merger shall become effective, and thereupon PFC and PFCT will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware; and further

RESOLVED that the terms and conditions of the proposed merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of PFC shall become vested in and be held by PFCT as fully and entirely and without change or diminution as the same were before held and enjoyed by PFC, and PFCT shall assume all of the obligations of PFC.

(b) Each one hundred and fifty two and four tenths (152.4) shares of common stock, $1.00 par value, of PFC which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into 100 issued and outstanding share of common stock, $.01 par value, of PFCT, and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of common stock of PFC shall automatically be and become holders of shares of PFCT upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(c) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of PFC may surrender the same to PFCT, and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of common stock of PFCT. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of PFC shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of common stock of PFCT.

(d) From and after the effective time of the merger, the Certificate of Incorporation and the By-Laws of PFCT shall be the Certificate of Incorporation and the By-Laws of PFCT as in effect immediately prior to such effective time.

(e) The members of the Board of Directors and officers of PFCT shall be the members of the Board of Directors and the corresponding officers of PFCT immediately before the effective time of the merger.

(f) Effective as of the effective time of the merger, the name of PFCT Transitory, Inc. shall be changed to "Physicians Formula Cosmetics, Inc."; the assets and liabilities of PFC and of PFCT shall be entered on the books of PFCT at the amounts at which they shall be carried at such time on the respective books of PFCT of PFC and of PFCT, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of PFCT, in accordance with generally accepted accounting principles, the capital and surplus of PFCT shall be equal to the capital and surplus of PFC and of PFCT.

RESOLVED that, in the event that the proposed merger shall not be terminated, the proper officers of PFC be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into PFCT and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the States of California and Delaware in any other appropriate jurisdiction, necessary or proper to effect this merger.

FOURTH: The proposed merger herein certified has been adopted, approved, certified, executed, and acknowledged by PFC in accordance with the laws under which it is organized.

FIFTH: The proposed Merger herein certified has been approved by written consent if the sole shareholder of PFC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Ownership and Merger as of the 17th day of May 1999 and affirms the contents hereof are true under the penalties of perjury.

PHYSICIANS FORMULA COSMETICS, INC.

By: André Pieters

André M. Pieters
Chairman of the Board

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