

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/17/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Physicians Formula Cosmetics, Inc.		05/17/1999	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Physicians Formula Cosmetics, Inc.
Street Address:	1055 West 8th Street
City:	Azusa
State/Country:	CALIFORNIA
Postal Code:	91702
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 97

Property Type	Number	Word Mark
Registration Number:	2599366	AQUA COVER
Registration Number:	2613511	AQUACHEEKS
Registration Number:	2801528	BAKED BRONZER
Registration Number:	2650663	BATTLE BRONZER
Registration Number:	2352779	BEAUTY SPIRAL
Registration Number:	2547162	BEAUTY SPIRAL
Registration Number:	2580400	BERRY-GO-ROUND
Registration Number:	1970596	BEYOND MOISTURE
Registration Number:	2598217	BLUSH PALETTE
Registration Number:	2841745	BRIGHT COLLECTION
Registration Number:	2384341	BROW CORRECTOR
Registration Number:	2803685	CHAR-KOHL
Registration Number:	2599557	CINNAMON ROLL

OP \$2440.00 2599366

Registration Number:	2619015	CLEAR WATER
Registration Number:	2852080	CONCEALER 101
Registration Number:	2398555	CONCEALER TWINS
Registration Number:	2384357	CORRECT & COVER
Registration Number:	2356270	CREME DE VELOURS
Registration Number:	2413065	DROPS OF BRONZE
Registration Number:	2422061	DUST OF BRONZE
Registration Number:	2659956	DUST OF CRYSTAL
Registration Number:	2464337	DUST OF GOLD
Registration Number:	2735561	EYE-TECH
Registration Number:	2288310	EYEBRIGHTENER
Registration Number:	2441239	EYEBRIGHTENER
Registration Number:	2670728	EYELINER PALETTE
Registration Number:	2852079	FACE LACE
Registration Number:	2277124	FINELINE
Registration Number:	2230761	GENTLE COVER
Registration Number:	1495593	GENTLE WEAR
Registration Number:	2520864	GEOMETRIC COLORS
Registration Number:	2596066	GLOBE-TROTTER
Registration Number:	2586654	HEART OF GOLD
Registration Number:	2649396	HEART OF GOLD
Registration Number:	2670304	HEARTBREAKER
Registration Number:	2709526	JUNGLE FEVER
Registration Number:	2770397	LASH-IN-A-TUBE
Registration Number:	1949213	LE VELVET
Registration Number:	1122628	LE VELVET FILM
Registration Number:	2644431	LIEUTENANT LASH
Registration Number:	2407434	LIP COLOR CORRECTOR
Registration Number:	2356269	LIP SPECTRUM
Registration Number:	2818418	LOOSE-TO-GO
Registration Number:	2846865	MAGIC CUBE
Registration Number:	2459896	MINI DOSE
Registration Number:	2408984	MONTH 2 MONTH
Registration Number:	2602854	MOOD SWIRLS
Registration Number:	2633330	MOONGLOW

Registration Number:	2691072	ONLY FROM PHYSICIANS FORMULA!
Registration Number:	2874954	P
Registration Number:	1735589	P PHYSICIANS FORMULA INTENSIVE THERAPY MOISTURE CREAM
Registration Number:	1759042	P PHYSICIANS FORMULA INTENSIVE THERAPY MOISTURE LOTION
Registration Number:	2228941	PEACH-TO-GLOW
Registration Number:	2460119	PEARLS OF PERFECTION
Registration Number:	2650551	PEARLS OF PERFECTION
Registration Number:	2596062	PLANET BLUSH
Registration Number:	2489120	PLANET EYES
Registration Number:	2003717	PLENTIFULL
Registration Number:	2400377	POWDER PALETTE
Registration Number:	2664520	RETRO GLOW
Registration Number:	2622305	SEDUCER
Registration Number:	2475987	SELF DEFENSE
Registration Number:	2583857	SENSITIVE SKIN ? BE SENSIBLE !
Registration Number:	2644432	SERGEANT SHADOW
Registration Number:	2030318	SHINE AWAY
Registration Number:	2626623	SILVER MOON
Registration Number:	2673075	SKINSITIVE
Registration Number:	2288234	SPORT TEAM
Registration Number:	2852078	STAR PERFECTION
Registration Number:	2721774	SUMMER ECLIPSE
Registration Number:	2493092	SUMMER SHIMMER
Registration Number:	1257282	SUN SHIELD
Registration Number:	2650683	SUN-IN-A-BRUSH
Registration Number:	2070859	TO ANY LENGTHS
Registration Number:	2371937	TOTAL PERFECTION
Registration Number:	2526119	VIRTUAL EYES
Registration Number:	2805872	VIRTUAL FACE POWDER
Registration Number:	2640888	VIRTUAL FOUNDATION
Registration Number:	2598226	VIRTUAL GLOVE
Registration Number:	2741925	VIRTUAL LIPS
Registration Number:	2719467	VITAL LASH

Registration Number:	2833112	WANDERFUL WAND
Registration Number:	2550786	WINTER ECLIPSE
Registration Number:	2830906	YOUR EYES WON'T BELIEVE YOUR FACE
Serial Number:	78401071	BAKED BLUSH
Serial Number:	78225187	BAKED COLLECTION
Serial Number:	78401065	BAKED FOUNDATION
Serial Number:	78396217	CRYSTAL BALL
Serial Number:	75783890	DROPS OF CRYSTAL
Serial Number:	78401109	FIRST AID
Serial Number:	78402408	HIDE OUT
Serial Number:	78401088	INSTANT MAKEOVER TOOL
Serial Number:	78230843	P
Serial Number:	78165659	PHYSICIANS FORMULA COSMETICS
Serial Number:	78225194	PLANET FOUNDATION
Serial Number:	78401097	PLUMP PALETTE
Serial Number:	78401082	SKIN-IN-A-TUBE

CORRESPONDENCE DATA

Fax Number: (310)318-1852
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (310) 379-2715
Email: donna@rubelmann.com
Correspondent Name: Donna Rubelmann, Rubelmann & Associates
Address Line 1: 501 Herondo Street, Suite 45
Address Line 4: Hermosa Beach, CALIFORNIA 90254

NAME OF SUBMITTER:	Donna Rubelmann
Signature:	/donna rubelmann/
Date:	04/26/2005

Total Attachments: 4
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Delaware

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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.



3019117 8100M
040765496

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3430020

TRADEMARK DATE: 10-22-04

REEL: 003073 FRAME: 0366

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

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

0217133.04

RECORDED: 04/26/2005

TRADEMARK
REEL: 003073 FRAME: 0369