

06-16-2005



RECORDA
TRAD

103021797

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

6-10-05

1. Name of conveying party(ies):

Intimate Beauty Corporation
d/b/a Victoria's Secret Beauty

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

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) February 25, 2005

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Victoria's Secret Stores, Inc.

Internal

Address: _____

Street Address: Four Limited Parkway

City: Reynoldsburg

State: Ohio

Country: USA Zip: 43068

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship _____
Citizenship _____
Citizenship Delaware
Citizenship _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1892526, 1697308, 2754375, 2920131

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Frank J. Colucci, Esq.

Internal Address: Colucci & Umans

Street Address: 218 East 50th Street

City: New York

State: New York Zip: 10022

Phone Number: 212-935-5700

Fax Number: 212-935-5728

Email Address: email@colucci-umans.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 4067
Expiration Date 09/06

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

06/15/2005 BY: 00000192 1592526

01 FC:8521
02 FC:8522

40.00 OP
75.00 OP
Frank J. Colucci

Signature

June 9, 2005
Date

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:40 PM 02/25/2005
FILED 04:40 PM 02/25/2005
SRV 050161508 - 2508660 FILE

**CERTIFICATE OF MERGER
OF
INTIMATE BEAUTY CORPORATION
INTO
VICTORIA'S SECRET STORES, INC.**

Victoria's Secret Stores, Inc., a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That Victoria's Secret Stores, Inc. was incorporated on the 18th day of May, 1995, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Victoria's Secret Stores, Inc. is the surviving corporation and following the merger, its name shall continue to be Victoria's Secret Stores, Inc. Intimate Beauty Corporation, a corporation incorporated on the 18th day of May, 1995, pursuant to the General Corporation Law of the State of Delaware, is the merging corporation.

THIRD: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of Victoria's Secret Stores, Inc. and Intimate Beauty Corporation in accordance with §251 of the General Corporation Law of the State of Delaware.

FOURTH: Victoria's Secret Stores, Inc. shall be the surviving corporation and the Certificate of Incorporation of Victoria's Secret Stores, Inc., as in effect at the effective time of the merger, shall be the certificate of incorporation of the surviving corporation.

FIFTH: The executed Agreement of Merger is on file at the office of the surviving corporation, located at Four Limited Parkway, Reynoldsburg, Ohio 43068, and a copy of the Agreement of Merger will be furnished by the surviving corporation, upon request and without cost, to any stockholder of any constituent corporation.

SIXTH: The merger shall be effective as of 11:59 p.m. Eastern Time on February 26, 2005.

IN WITNESS WHEREOF, Victoria's Secret Stores, Inc. has caused this Certificate of Merger to be signed by its Vice President as of the 25th day of February, 2005.

VICTORIA'S SECRET STORES, INC.

By: Scott A. Kriss
Scott A. Kriss, Vice President

Delaware

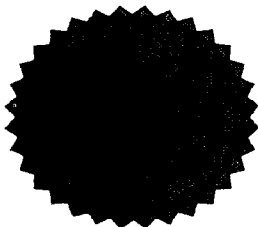
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The First State

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 MERGER, WHICH MERGES:

"INTIMATE BEAUTY CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "VICTORIA'S SECRET STORES, INC." UNDER THE NAME OF "VICTORIA'S SECRET STORES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2005, AT 4:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2005, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3712485

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DATE: 03-01-05

RECORDED: 06/10/2005

TRADEMARK
REEL: 003181 FRAME: 0810