

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/13/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Bays-Brown Dermatologics, Inc.		12/12/2005	CORPORATION: KENTUCKY

**RECEIVING PARTY DATA**

Name:	Bays Brown Laboratories, Inc.
Street Address:	614 West Main Street, Suite 1500
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40202
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Registration Number:	2551113	ARRETE
Registration Number:	2675581	BAYS-BROWN LABORATORIES
Registration Number:	2588977	DELICATROIX
Registration Number:	2491295	FERMITIF
Registration Number:	2874338	INTENSITE
Serial Number:	78785210	PEAU MAGNIFIQUE
Registration Number:	2539403	RE VIVE
Registration Number:	2875712	RÉ VIVE. GET THE GLOW.
Registration Number:	2082022	RECOMBINAGE
Registration Number:	2970559	RESEARCH. RENEWAL. RESULTS.
Registration Number:	2423796	SENSITIF
Registration Number:	2861932	SERUM PROTECTIF
Registration Number:	3074901	VOLUMIZING SERUM

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CORRESPONDENCE DATA

Fax Number: (415)442-1001

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 415-442-1326

Email: ralpert@morganlewis.com

Correspondent Name: Rochelle D. Alpert

Address Line 1: One Market, Spear Street Tower

Address Line 4: San Francisco, CALIFORNIA 94105

ATTORNEY DOCKET NUMBER:	058801.2000
NAME OF SUBMITTER:	Rochelle D. Alpert
Signature:	/rda/
Date:	06/01/2006

Total Attachments: 2

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**CERTIFICATE OF MERGER  
OF  
BAYS-BROWN DERMATOLOGICS, INC.  
(a Kentucky corporation)  
INTO  
BAYS BROWN LABORATORIES, INC.  
(a Delaware corporation)**

(Under Section 271B.11-050 of the Business Corporation Act of the  
Commonwealth of Kentucky and Section 252 of the Delaware  
General Corporation Law)

Bays Brown Laboratories, Inc., a Delaware corporation, hereby certifies that:

1. The name and jurisdiction of incorporation of each of the constituent corporations  
are:

A. Bays Brown Laboratories, Inc., a Delaware corporation (“Laboratories”);  
and

B. Bays-Brown Dermatologics, Inc., a Kentucky corporation  
 (“Dermatologics”).

2. An Agreement and Plan of Merger has been duly authorized, approved, adopted,  
certified, executed and acknowledged by Laboratories and by Dermatologics in accordance with  
the applicable provisions of the Delaware General Corporation Law and the Kentucky Business  
Corporation Act. The Agreement and Plan of Merger is attached hereto as Exhibit A.

3. Laboratories will be the surviving corporation in the merger. The name of the  
surviving corporation is Bays Brown Laboratories, Inc.

4. The Certificate of Incorporation of Laboratories in effect immediately prior to the  
effective date of the merger shall continue to be the Certificate of Incorporation of Laboratories.

5. The executed Agreement and Plan of Merger is on file at the following office of  
Laboratories: 614 West Main Street, Suite 1500, Louisville, Kentucky 40202.

6. A copy of the Agreement and Plan of Merger will be furnished by Laboratories on  
request and without cost to any stockholder of Laboratories or any shareholder of Dermatologics.

7. Dermatologics has authorized capital stock of two thousand (2,000) common  
shares, no par value.

8. With respect to Dermatologics, the designation and number of outstanding shares,  
the number of votes entitled to be cast by the sole voting group entitled to vote separately on the  
Agreement and Plan of Merger and the number of votes of the sole voting group cast for and  
against the Agreement and Plan of Merger were as follows:

Designation and Number of Outstanding Shares	Number of Votes Entitled to be Cast by Sole Voting Group	Number of Votes Cast For the Agreement and Plan of Merger	Number of Votes Cast Against the Agreement and Plan of Merger
199 shares of common stock	199 shares of common stock	194 shares of common stock	None

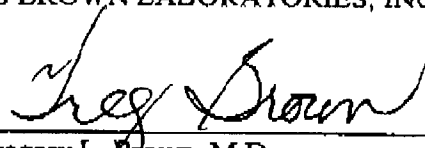
With respect to Laboratories, the Agreement and Plan of Merger was approved and adopted by the Laboratories Board of Directors by Unanimous Written Consent dated as of the 9<sup>th</sup> day of December, 2005. No shares of stock of Laboratories were issued prior to the adoption by the Board of Directors of the resolution approving the Agreement and Plan of Merger.

IN WITNESS WHEREOF, Laboratories has caused this Certificate of Merger and Articles of Merger to be executed by Gregory L. Brown, M.D., its Chief Executive Officer, as of the 12<sup>th</sup> day of December, 2005.

"Laboratories"

BAYS BROWN LABORATORIES, INC.

By: \_\_\_\_\_

  
 Gregory L. Brown, M.D.  
 President & Chief Executive Officer

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